

Madswell

DO WELL REPORT



EDITION #3 - 2021



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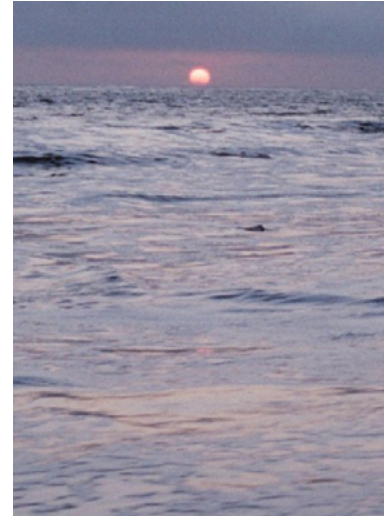
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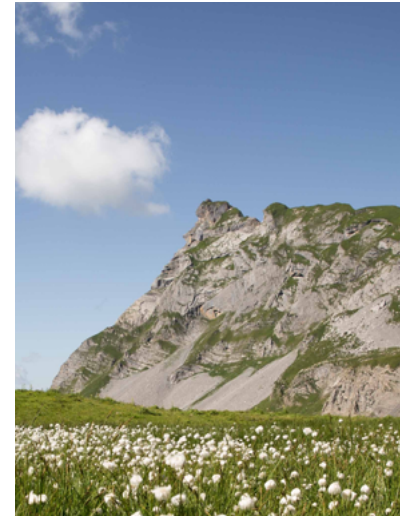


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ABOUT THIS REPORT

At Madewell, we're committed to integrating Environment, Social and Governance (ESG) principles into every aspect of our business operations—it's what we call our Do Well approach. From investing in regenerative agriculture to launching upcycling programs for customers, we're moving our industry forward to be more sustainable. It's why we've developed our strategy on two key pillars—Planet and People.

As in previous years, we've continued to work toward bold goals, guided by the United Nations' Sustainable Development Goals (SDGs) framework. This year we are proud to deliver our first ESG report in alignment with the Sustainability Accounting Standards Board (SASB) and Global Reporting Initiative (GRI) Standards. This report also includes the results of our

first Materiality Assessment. By utilizing these reporting standards, we continue to increase transparency through measurable and reportable progress and documented outcomes. The data covers our fiscal year 2021 (January 31, 2021, to January 29, 2022), and is completed in accordance with these standards.

In our third Do Well report, you'll read about the significant progress we've made towards the Planet and People goals we've outlined, as well as exciting new initiatives that are underway. We're proud of the progress we made in 2021, but we recognize that this work is never complete. We so appreciate your continued support.

For more information or to provide comments, please contact us at: dowell@madewell.com.

ABOUT J.CREW GROUP

J.Crew Group, LLC ("J.Crew Group") is an internationally recognized, American, multi-brand, omnichannel retailer of women's, men's and children's apparel, shoes and accessories. Our brands include Madewell, J.Crew, and J.Crew Factory, each of which has a unique identity and ESG strategy, with strategic shared initiatives across J.Crew Group that are also reflected in this report. Unless expressly noted, all initiatives in this report are those of Madewell.

ABOUT MADEWELL

Simply put, we make great jeans. What makes them great? We start with premium fabrics, add the latest in denim technology and create perfect pairs you'll want to live in. We also offer easy tees, timeless leather jackets, comfy sneakers and keep-forever bags—and show you how to wear them, artfully and effortlessly. In addition to great products and inspiring styling, we also support meaningful community initiatives that give back to the planet and its people.

FORWARD-LOOKING STATEMENTS

Information detailed in this report may contain forward-looking statements that speak to reasonable expectations and assumptions with our current understanding of our work. These statements may include phrases such but are not limited to “aim,” “believe,” “commit,” “could,” “drive,” “estimate,” “ensure,” “expect,” “goal,” “intend,” “may,” “might,” “mission,” “plan,” “project,” “seek,” “strategy,” “strive,” “target” and “will” or similar expressions to identify forward-looking statements. All statements other than statements of historical or current facts, including statements regarding our goals, strategy and roadmap, potential impact statements, our plans, initiatives, projections, goals, commitments, expectations or prospects, are forward-looking. Forward-looking statements reflect management’s current expectations and inherently involve risks and uncertainties. Actual results could differ materially due to a variety of factors, including assumptions not being realized, scientific or technological developments, evolving sustainability strategies, changes in carbon markets, evolving government regulations and geographic regions, or other changes in circumstances. The standards of measurement and performance contained in the report are

developing and based on assumptions, and no assurance can be given that any plan, initiative, projection, goal, commitment, expectation or prospect set forth in this report can or will be achieved. While we believe our forward-looking statements are based on reasonable assumptions, any of these assumptions and therefore, also the forward-looking statements based on them, could prove to be inaccurate. Given the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such statements is not a representation or guarantee that it will be achieved. Our forward-looking statements speak of the date of this report and will not be updated unless we are required by law to do so.



LETTER FROM OUR CEO



Welcome to our third annual Do Well Report!

At Madewell, we challenge ourselves every day to bring you pieces you will love forever, made in the most responsible way possible. We are committed to our Do Well work that helps expand not only our practices but how our industry evolves to be more sustainable.

In this year's Do Well Report, you will see how we've raised the bar as we continue to build upon our commitments to the planet and its people. Each year we go deeper into what that means to us by integrating and increasing the amount of new sustainable materials, furthering the positive impact

we can have on our community through programs like Fair Trade, and reducing waste by championing the importance of upcycling.

I'm immensely proud of the strides we have made. We have doubled down on circularity with the launch of Madewell Forever, an online resale destination powered by thredUP. We also opened our first secondhand shop, A Circular Store in Brooklyn, where we welcomed people to shop preloved Madewell pieces. The store was recognized as a finalist for *Fast Company's* 2022 World Changing Ideas Awards. To further our efforts, we have made the commitment to collect one million pairs of denim through Madewell Forever by the end of 2023, on top of the one million we have already collected through our denim trade-in program to date.

We have also conducted our first ever Materiality Assessment, and incorporated globally recognized reporting standards in the use of GRI and SASB. Doing our part to contribute to Climate Action, this year we furthered our work, conducting a Scope 3 footprint screening. With this, we're working on a path towards

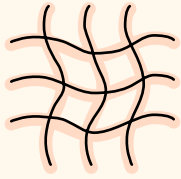
achieving a 33 percent Value Chain Greenhouse Gas Reduction, in line with the Paris Climate Agreement. In addition, we are thrilled to have launched a series of regenerative farming pilot programs around the world. Most notably, our support of U.S. cotton farmers in making the transition to regenerative farming is outlined in the report, and it's something we are so excited to pioneer.

Within this report you'll also find information on our continued commitment to diversity, equity, inclusion and belonging (DEIB).

We're honored to have the opportunity to share our progress with you and hope we can inspire other brands to join us on our journey towards a more sustainable future. Thank you for believing in us to do well, we look forward to continuing this journey with you.

All my best,

LIBBY WADLE, CEO



60% OF OUR FIBERS

were sourced sustainably, up from 38% the previous year



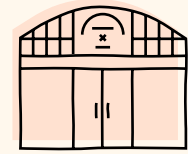
52% OF OUR DENIM

was Fair Trade Certified™



1ST BRAND

to launch a digital 360-resale shop, in partnership with thredUP



1ST IRL RESALE POP-UP

shop opened, a Circular Store

Madswell

GREATEST HITS



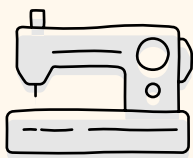
1ST ANNUAL DO WELL REPORT

to incorporate SASB & GRI reporting standards



INVESTING

in regenerative agriculture as the future of sustainable farming practices



50+ ASSOCIATES

trained in Design for Circularity



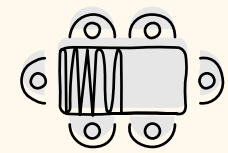
1ST YEAR

of our partnership with WWF to assess water risk in our supply chain



\$1M TO DATE

donated to the ACLU to support its mission to protect and advance civil liberties for all



50%

of our board members are from underrepresented racial and ethnic groups and 50% are women

APPROACH TO ESG

At Madewell, our focus is driven by our leadership, reinforced by our employees, and further advanced by our impassioned customers and communities. This commitment runs across everything we do, at all levels of our organization and beyond, touching our suppliers, partners and customers.

The Madewell brand team collaborates with J.Crew Group level leadership to best leverage our collective power and scale to create the greatest impact. Each of our brands—Madewell, J.Crew and J.Crew Factory—play a distinct and important role in fulfilling our ESG priorities. By engaging each of our brand’s stakeholders authentically, we can create a dedicated and impassioned

movement. Our brand’s customers and stakeholders expect a leading commitment to sustainable sourcing and recycling and reuse of our product. It is with this lens that we approach the future of ESG for the brand and company more broadly.

We evaluate our efforts relative to external frameworks including the Global Reporting Initiative (GRI) and the Sustainability Accounting Standards Board (SASB). Our GRI and SASB Index performance is included as an appendix at the end of this report.

ESG MATERIALITY

Our ESG framework is grounded in an analysis of Madewell’s material topics.

This year, we conducted our first formal materiality assessment, guided by the GRI 3: Material Topics Standard.

This process confirmed 16 key environmental, social and governance areas for our assessment. By including these 16 topics in our assessment, we acknowledge that they are all priorities for J.Crew Group, are addressed by our company and are reflected in our ESG strategy.

Our process was directed by a cross-functional steering committee, overseen by senior executives and supported by external ESG experts. We evaluated the organization’s context, identified relevant ESG topics & impacts, and assessed

the significance of those impacts through research and engagement with relevant stakeholders and subject matter experts. We tested the topics with information users to prioritize impacts for reporting. Stakeholders engaged included associates, suppliers, customers, partners and investors, as well as nonprofits and industry organizations. Additional inputs included industry and company-specific ESG ratings, reports, media, and a customer survey with over 1800 responses.

From this process, we identified 16 priority ESG topics based on their importance to both our business and our stakeholders. These prioritized topics were validated by senior

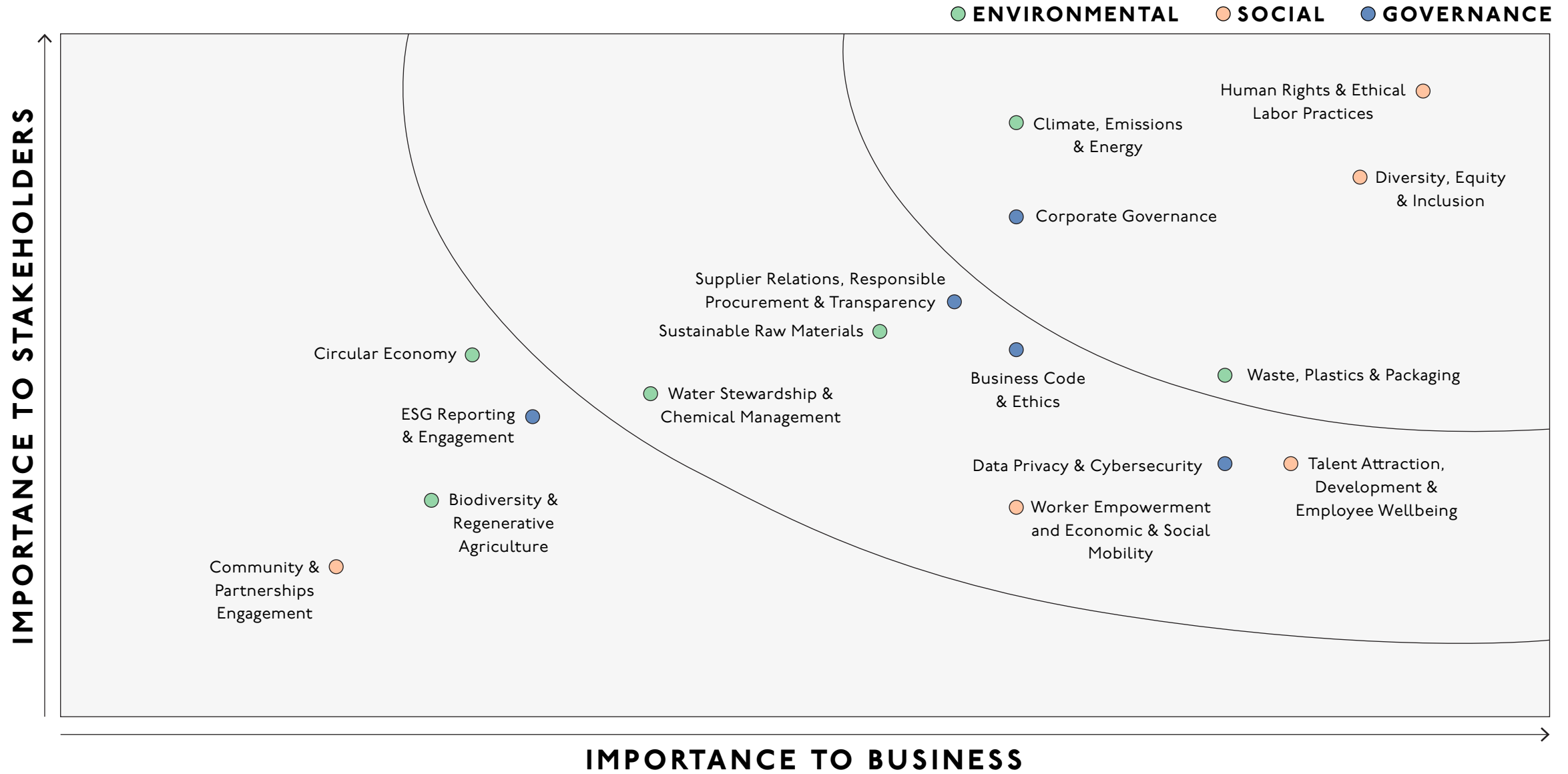
executives. All 16 are covered in this report and will continue to drive our ESG strategy and reporting going forward. We will periodically refresh our materiality assessment to ensure that priority topics reflect the evolving context and impacts of our business.

The resulting matrix identifies areas of importance for J.Crew Group and provides confidence that our strategy, as outlined in this report, is addressing the most critical matters for our business. Topics such as Human Rights, Diversity, Equity & Inclusion, and Climate Change have been, and will continue to be, top priorities for our organization. We are also proud that we are addressing new and emerging topics, such as

Regenerative Agriculture and the Circular Economy, and will continue to drive those topics, and all topics on the assessment, forward into the future.

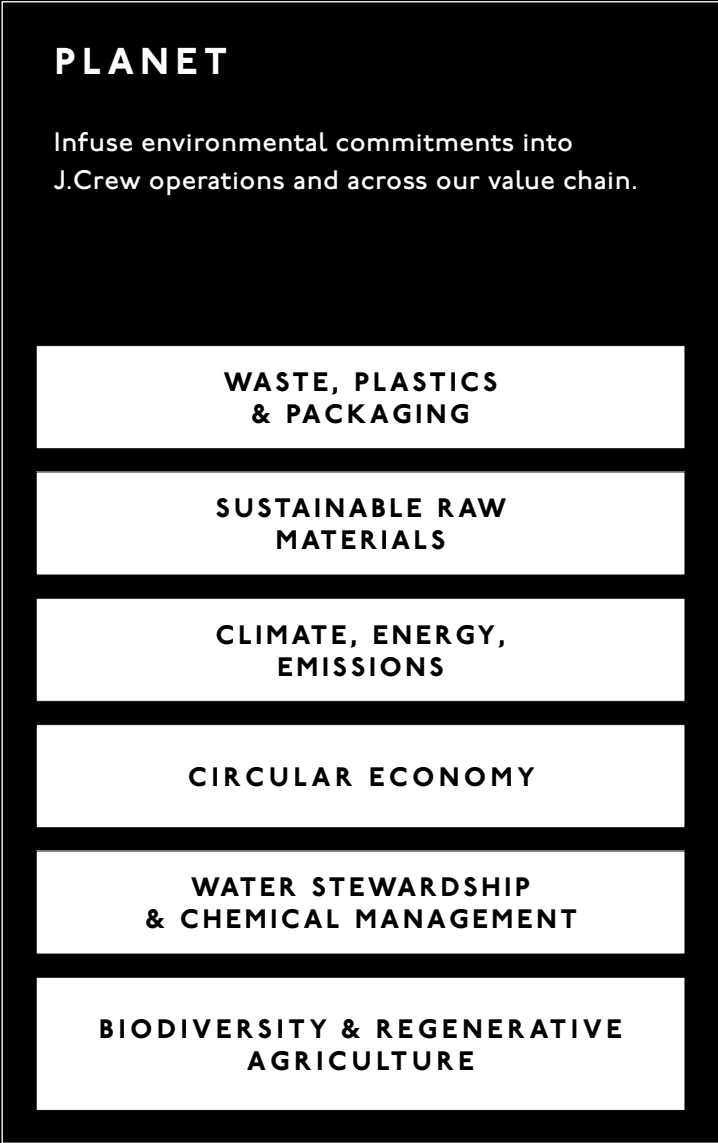
For purposes of the materiality assessment of J.Crew Group discussed in this report, our definition of materiality is aligned with Global Reporting Initiative’s definition and is specific to our business priorities. For clarity, the identification of our material topics that guide our sustainability strategy and programs should not be construed as a characterization regarding the materiality or financial impact of such issues or related information to investors in J.Crew Group.

MATERIALITY MATRIX



ESG FRAMEWORK

Our ESG Framework is centered on the two pillars of Madewell’s “Do Well” approach, Planet and People. These pillars serve as a compass as we continually refine and advance our efforts to care for team members, those that make our products and our customer communities; and protect our planet, infusing environmental commitments into our operations and value chain. Underpinning our strategic focus on Planet and People is a firm commitment to ESG governance.



THE UN'S SUSTAINABLE DEVELOPMENT GOALS (SDGS)

In 2015 the United Nations agreed on a new development path—the 2030 Agenda for Sustainable Development, a ground-breaking plan of action for people, planet and prosperity. We have modeled our Do Well strategy with the SDGs in mind.

In order to have the greatest impact, we are inspired to action by these six goals:



GENDER EQUALITY

Achieve gender equality and empower all women and girls.



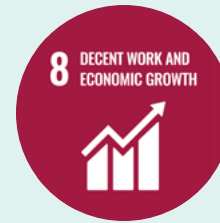
CLEAN WATER AND SANITATION

Ensure availability and sustainable management of water and sanitation for all.



CLIMATE ACTION

Take urgent action to combat climate change and its impacts.



DECENT WORK AND ECONOMIC GROWTH

Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all.



RESPONSIBLE CONSUMPTION AND PRODUCTION

Ensure sustainable consumption and production patterns.

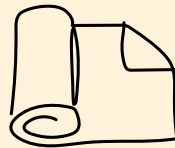


LIFE ON LAND

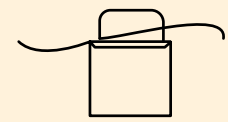
Protect, restore and promote sustainable use of terrestrial ecosystems, sustainably manage forests, combat desertification, halt and reverse land degradation and halt biodiversity loss.

In 2021, we continued to make headway on the ambitious goals we previously laid out. To recap those goals:

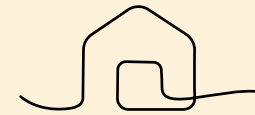
PLANET GOALS



100 PERCENT OF THE KEY FIBERS in our materials will be sustainably sourced and free of virgin plastic by 2025.



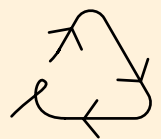
100 PERCENT OF OUR PACKAGING will be sustainably sourced and free of virgin plastic by 2025.



AT LEAST 15 PERCENT OF OUR THIRD-PARTY VENDORS will be Black-owned businesses in 2022.



MORE THAN 90 PERCENT OF OUR DENIM will come from Fair Trade Certified™ factories by 2025.



100 PERCENT OF OUR OPERATIONS will be carbon neutral by 2030.

PEOPLE GOALS

We're so proud of the progress we've made towards these goals, as well as the new plans we've set in motion.

PLANET



—
This section covers the overall impact our company has on our planet—from agriculture to carbon footprint.



MATERIALS

We are constantly striving to find new and innovative fibers that have a lower carbon footprint and are gentler on our planet.



EARNING A DO WELL SYMBOL

In 2018, we created a symbol to add to our garments, signifying that the product came from sustainable or Fair Trade sources and made less of an impact on the environment. We call them our Do Well materials. To create these Do Well products, teams across our whole organization work with our producers and nonprofit organizations

to certify our materials and transition our fabric programs to more sustainable counterparts. We are committed to using 100 percent Do Well materials for our key fibers by 2025. Our key fibers are cotton, polyester, nylon, cellulose, leather and wool, accounting for more than 90 percent of the materials we source for our products. In 2021, 60 percent of our total key fibers by volume were Do Well, up from 38 percent in 2020. We're proud of this significant increase and we're well on our way to 100 percent.

We are aligned to Textile Exchange's definition of preferred materials, which defines these as fibers or materials which result in improved environmental and/or social sustainability outcomes and impacts in comparison to conventional production. Below are our Do Well material goals and verification standards (the ways we define Do Well), and the partners that make it possible.

COTTON

By 2025, 100 percent of our cotton will come from sustainable sources including but not limited to: certified-organic, transitional-organic, regenerative, recycled and U.S. Cotton Trust Protocol Cotton (a program which aims to set a new standard in sustainable U.S. cotton production), as well as cotton sourced through the Better Cotton Initiative (BCI) (a nonprofit dedicated to making global cotton production more sustainable).

POLYESTER & NYLON

By 2025, 100 percent of our polyester and nylon will come from sustainable sources including but not limited to: recycled materials certified by the Global Recycled Standard or Recycled Claim Standard, which might include fishing nets, fabric scraps, old clothes or plastic bottles. We are also exploring innovative fibers and technologies to help us reach this goal.

WOOL

By 2025, 100 percent of our wool will come from sustainable sources including but not limited to: farms verified by the Responsible Wool Standard (RWS), NATIVA™ Protocol, certified organic wool or recycled wool.

CELLULOSIC FIBERS

By 2025, 100 percent of our cellulosic fibers, like viscose, will come from sustainable sources including but not limited to: responsibly managed forests, recycled fibers and new innovative materials from the Forest Stewardship Council (FSC), the Programme for the Endorsement of Forest Certification (PEFC) or suppliers approved by Canopy (an organization working to eliminate the use of ancient and endangered forests in viscose and other cellulosic fabrics). We also partner with Lenzing to incorporate their TENCEL™ Modal, TENCEL™ Lyocell and LENZING™ ECOVERO™ fibers into our products. These cellulosic fibers are sourced from responsibly managed forests and are turned into fabric using a manufacturing process that limits the chemical, water and energy impacts of these materials.

LEATHER

By 2025, 100 percent of our leather will come from recycled leather or facilities certified by the Leather Working Group (an organization that works to promote sustainable environmental practices in the leather industry).

CASHMERE

By 2025, 100 percent of our cashmere will be certified to The Good Cashmere Standard or will come from recycled sources.

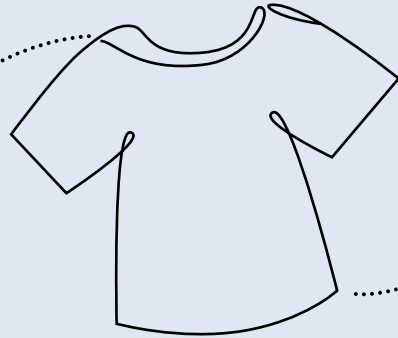
ORGANIC MATERIAL

Whenever we call out one of our fibers as certified organic we are using the following standards to validate the materials: Global Organic Textile Standard (GOTS), Organic Content Standard (OCS) or the U.S. Department of Agriculture National Organic Program (USDA Organic).

RECYCLED MATERIAL

Whenever we call out one of our fibers as certified recycled we are using the following standards to validate the materials: Global Recycled Standard (GRS) or Recycled Content Standard (RCS).

HERE'S HOW WE DID IN 2021:

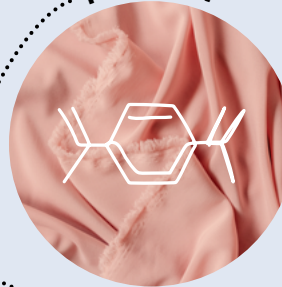


LEATHER



70 percent of our leather was recycled or sourced from tanneries audited against the Leather Working Group (LWG) standard. We are committed to supporting responsible leather manufacturing across the globe and that is why we are proud members of the Leather Working Group. **100 percent** of our LWG leather comes from gold and silver rated tanneries.

NYLON



7 percent of our nylon came from recycled sources.

COTTON



65 percent of our cotton was certified organic, certified recycled, or sourced through Better Cotton, up from 49 percent in 2020.

POLYESTER



27 percent of our polyester was certified to the Global Recycled Standard (GRS) or Recycled Content Standard (RCS), or uses REPREVE®-branded polyester which comes from plastic bottles, yarns and fabric scraps.

CELLULOSICS



36 percent of our cellulosic fibers, like viscose, were sourced from responsibly and sustainably managed forests.

CASHMERE



Starting in fall 2021, **100 percent** of our cashmere was certified by The Good Cashmere Standard®, up from 44 percent in 2020.

WOOL



43 percent of our wool was organic, recycled, or certified to Textile Exchange's Responsible Wool Standard (RWS).



COTTON

Cotton is the largest of our key fibers, making up 60 percent of our total fiber footprint by volume, so we're extra diligent about how we source it. We partner with multiple actors in the cotton supply chain, from growers and spinners to nonprofit organizations, in order to advance sustainable and regenerative cotton practices.

BETTER COTTON

Since 2016 we've worked with Better Cotton, a nonprofit improving cotton production around the world to the benefit of the farmers involved while reducing the industry's impact on the environment. Better Cotton educates farmers on efficient water use, caring for their soil, reducing chemicals and supporting the rights of workers.

MADEWELL'S BETTER COTTON SOURCING IN 2021 SAVED AN ESTIMATED

357 MILLION GALLONS OF WATER

AND PREVENTED AN ESTIMATED

1,892 LBS OF PESTICIDES

FROM ENTERING EARTH'S SOIL.

U.S. COTTON TRUST PROTOCOL

In 2021, Madewell was one of the first members of the U.S. Cotton Trust Protocol (USCTP), whose mission is to bring quantifiable and verifiable goals and measurement to key sustainability metrics of U.S. cotton production. Their vision is to set a new standard in sustainable cotton production where full transparency is a reality and continuous improvement to reduce the environmental footprint of cotton production is the central goal.

In 2021, we became one of the first brands to pilot the Protocol's Consumption Management Solution. We aim to expand our scope of mill partners in the coming years.

MATERIAL HIGHLIGHT



OUR AGRALOOP™ PARTNERSHIP

This year we partnered with Circular Systems on Agraloop™. Circular Systems upcycles leftover crop residues—field throwaways like stems and leaves—into Agraloop™ BioFibre™ products. By upcycling these leftover agricultural crops, Agraloop cuts down on the methane and air pollution caused by the disposal of agricultural waste. We launched 15,000 hoodie and tee products made of Agraloop™ Hemp BioFibre™ blended with organic cotton.





RECYCLED POLYESTER

We have been using recycled polyester in our products since 2018 and

continue to increase the amount used year over year. All recycled polyester is certified to the Global Recycled Standard (GRS), or Recycled Content Standard (RCS), or uses REPREVE®-branded polyester that comes from plastic bottles, yarns and fabric scraps.



CASHMERE

We've been working extra hard to source cashmere responsibly and invest in the sustainable future of the

cashmere industry. That's why we're so proud that in the second half of 2021, 100 percent of our cashmere was sourced through The Good Cashmere Standard® by AbTF or made with recycled cashmere. Developed by the Aid by Trade Foundation, The Good Cashmere Standard® aims to provide for the welfare of the cashmere goats, to protect nature and to improve the working conditions of farmers and farm workers. Last November, we became the first U.S. retailer to offer products labelled with The Good Cashmere Standard® by AbTF, which means the cashmere in those products is certified to The Good Cashmere Standard®. You can learn more about the organization at thegoodcashmerestandard.org

SUSTAINABLE FIBRE ALLIANCE

In 2019, we were the first U.S. based company to



join the SFA, a nonprofit that conserves grassland biodiversity, secures herder livelihoods and ensures the well-being of goats. Together, we're committed to helping the environment, people and animals of the cashmere sector.

OTHER MATERIALS PARTNERSHIPS AND INITIATIVES

NATIVA X INSULUXE WOOL

We continued our partnership with Nativa x Insuluxe to create custom wool that comes from farms that meet animal welfare, land management and ethical

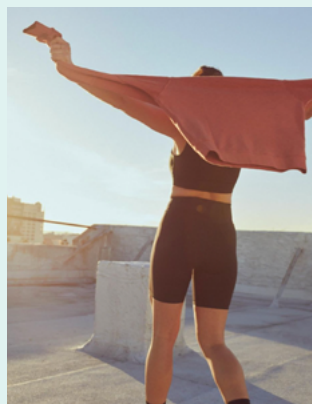
work standards set by NATIVA, based on NATIVA™ Protocols. NATIVA™ wool fiber is a fully traceable premium wool fiber that uses blockchain technology to create a unique QR code for each product.

BLUESIGN SILK

We are so excited to have launched our first silk garments using silk dyed with a process that meets the strict chemical safety and environmental requirements of the bluesign® criteria. This collection was crafted at Profits Fund Global, a LEED®-certified mill with a manufacturing process that uses less water and energy than a typical factory.

PRODUCT HIGHLIGHT

MAKE WEEKENDS LONGER



In 2020, we launched MWL, which stands for "Make Weekends Longer," our first-ever size-inclusive athleisure collection. MWL pieces are designed with comfort, movement and versatility in mind, and each one features at least one sustainable element. For

instance, our MWL super-brushed terry is ridiculously soft and fleecy against the skin and is also made of REPREVE polyester which is made from recycled plastic bottles. This superbrushed program has kept 1,342,031 plastic bottles out of landfills since MWL's launch!

ANIMAL WELFARE

We aim to work with partners who are equally committed to ethical sourcing, which includes adhering to responsible and humane animal welfare practices in the supply chain. In 2019, we released our corporate Animal Welfare Policy ([see Appendix](#)), mandating that all our Suppliers adhere to baseline requirements for the materials used in our products, and those who provide materials of animal origin must meet these additional ethical standards.



INVESTING IN REGENERATIVE AGRICULTURE

According to Textile Exchange, “regenerative agriculture holds immense promise for a range of co-benefits, including overall soil health, biodiversity, water availability and quality, animal welfare, and community resilience and livelihoods.” Regenerative agriculture is a priority for us at Madewell, and sourcing fibers that may actively mitigate the effects of climate change is such an exciting step.

We’re piloting regenerative agriculture programs for our natural fibers with growers all over the world. Since starting this work last year, we have developed sourcing partnerships focused on regenerative cotton and wool, and we’ve also released the Regenerative Landscape Analysis in partnership with Textile Exchange, Kering and CottonConnect. We also started paying growers across the globe an economic reward that we call “impact incentives” to transition towards regenerative farming.





REGENERATIVE LANDSCAPE REPORT

In 2021, we teamed up with Cotton Connect and The Kering Group to support a research paper led by Textile Exchange. The goal was to establish a body of knowledge for global regenerative agriculture in the fashion industry. Published in January of 2022, the report provides a clear understanding of tools, programs and best practices relating to regenerative agriculture. Here are a few of the key takeaways:

- A transition to regenerative agriculture is fundamental for the fashion and textile industry. The long-term health of the sector will depend on how it is able to work with farmers to

develop more resilient systems, and regenerative practices offer immense social and environmental benefits.

- Programs should be rooted in justice, equity and livelihoods. Indigenous advocates call for an acknowledgment of the Indigenous roots of regenerative agriculture and of past and current racial injustice to underpin future work.
- Regenerative agriculture is about much more than increasing soil carbon levels. While evolving soil science is calling into question exactly how long-term soil carbon sequestration works, holistic regenerative systems have documented interdependent co-benefits related to biodiversity, water availability and quality, climate resilience and livelihoods.

We also invite you to read [the full report](#).



REGENERATIVE FARMING IN THE U.S.

In addition to sourcing already certified regenerative natural fibers, we are also focusing on supporting growers to adopt more sustainable farming practices and we are helping to build a larger network of growers in the regenerative agriculture movement. We've partnered with Crossland Consulting and Textile Exchange to support U.S. cotton growers transitioning from conventional farming practices into regenerative agriculture.

We are directly partnering with farms in Texas and Louisiana and are supporting their journey to improve their farming practices with the end goal of achieving the regenagri® regenerative certification. Some of the

better practices that they are transitioning into are no till or minimum till, cover cropping and diverse crop rotations and integrating livestock where possible. These practices result in increased soil biodiversity as well as overall species biodiversity on the farm.

To support the growers that are making the effort to transition into regenerative agriculture, we are providing 'impact incentives', which are payments directly to the farmers who are a part of our program. Because we are in this for the long run, we are committed to supporting these growers through a three-year period of continuous land improvement on their regenerative journey.

For the 2021 cotton harvest, we positively impacted over 600 acres of land and committed to 968 bales of cotton (approximately 210 tons) which will come to life

in our products launched in 2023. This work has impacted approximately 24 farming families across 21 farms. We are taking the learnings of this first pilot and for the 2022 harvest we are aiming to increase the number of

farmers and regenerated acres we support. We look forward to sharing more results in next year's report. This work can be read about further on page 78 of the [Regenerative Landscape Analysis Report](#).

PARTNER HIGHLIGHT

INTRODUCING REGENAGRI®



We are now sourcing regenagri® certified cotton, a new certification program focused on safeguarding the health of the land being harvested and promoting the well-being of those who live on it. The certification's specific criteria for key regenerative practices includes soil health, biodiversity, GHG emissions and water quality.



REGENERATIVE COTTON IN PERU

In partnership with our Peru-based agent, World Textile Sourcing, and Bergman Rivera, a family-owned Peruvian company pioneering the production of organic cotton, we worked on the first pilot in Peru to certify cotton under the Regenerative Organic Certified™ (ROC) standard. We are supporting this project alongside other apparel brands and supporting growers that are committed to regenerating our world's soils.



PARTNER
HIGHLIGHT

INTRODUCING REGENERATIVE ORGANIC CERTIFIED™

We've begun sourcing Regenerative Organic Certified™ (ROC) materials, a new certification for food, textiles and personal care ingredients. The standard requires that farms and products meet the highest standards in the world for soil health and land management, animal welfare and farmworker fairness. The goal of ROC is to promote agricultural practices that increase soil organic matter and sequester carbon below ground.

CIRCULARITY

At Madewell we are committed to finding circular solutions that extend the life cycles of our garments. We are continuously looking for ways to limit waste and reduce the part we play in the fashion industry's impact on the environment.

Our circularity journey began in 2014 with our Cotton's Blue Jeans Go Green™ partnership, which lets customers donate old pairs of denim to be recycled into housing insulation. As a way to continue our efforts in denim circularity, we were the first retail brand to partner with thredUP in 2019 to test out an in-store resale platform with the launch of the Madewell Archive - a carefully curated selection of our brand's favorite pre-owned denim styles for customers to purchase at select store locations. In 2020 we launched Madewell Forever, an innovative digital resale platform that allows our community to both clean out their closets and shop secondhand Madewell denim. This year we are excited to have launched our first pop-up store exclusively selling second hand Madewell items. This created



“The fashion industry wasn’t built with sustainability in mind, but with the future of our planet at stake, we collectively must do better at Madewell. We make quality products designed for longevity and are doubling down on solutions that keep clothing in circulation as long as possible and reduce apparel waste.”

—Liz Hershfield, SVP, Head of Sustainability at J.Crew Group

MADWELL FOREVER

According to the Ellen MacArthur Foundation, the fashion industry is on track to consume 26 percent of the world's carbon budget by 2050. To meaningfully reduce the impact of fashion on the planet, thredUP and Madewell believe that the future of fashion must shift from a linear model to a circular one.



opportunities for our customers to resell clothing, repair damaged pieces and recycle garments in order to avoid landfill. In 2021 we also trained our teams on circular design and began designing with circularity in mind. Notably, in 2021, we were able to divert over 65 tons of denim from landfills.



MADWELL FOREVER

When customers buy a pair of secondhand denim instead of new, they can reduce their environmental footprint by 82 percent (according to Green Story, Inc.). With this in mind, we aim to extend the life of each recirculated garment twice over. One way we're making circularity possible is through our resale

program, Madewell Forever™, enabled by thredUP's Resale-as-a-Service®. Madewell is thredUP's first client empowering customers to clean out their closets, resell and shop for secondhand Madewell denim through our [madewell-forever.thredUP.com](https://www.madewell-forever.thredup.com) website.

In the first six months of launching Madewell Forever, almost 180,000 pairs of jeans were collected via the Madewell in-store denim trade-in program; or nearly one-thousand pairs every day since the program launched. In 2021 we announced our goal to collect one million pairs of denim by 2023.

HERE'S HOW IT WORKS:

When a pair of previously worn Madewell jeans is sent to Madewell Forever™, thredUP determines if they are sellable via its extensive, 12-point quality inspection. Jeans that meet quality standards become available for purchase via Madewell Forever™. Jeans that are too worn out to be resold are recycled through our partnership with Cotton's Blue Jeans Go Green™ initiative.

In 2021, we expanded our thredUP relationship, making thredUP x Madewell Clean Out Kits available to





customers wanting to keep their clothes in use and out of landfills. Customers can pick up Clean Out Kits (with a bag and prepaid label) at Madewell stores or print a free shipping label (to use with any box or bag) online at Madewell Forever. Customers can fill their kits with gently used women's clothing, handbags, footwear,

and accessories—from any brand (up to 30 pounds). For any clothing that makes the cut, customers can earn a Madewell shopping credit. Additionally, through our denim trade-in program, customers earn a \$20 discount off a pair of new Madewell jeans for each pair of preloved jeans in their Clean Out Kit.



“A CIRCULAR STORE” BY MADEWELL X THREDUP

A Circular Store was designed to challenge the definition of a traditional retail store. For six weeks at our brick and mortar location in Brooklyn, we opened our first pop-up secondhand shop in partnership with thredUP. This was the first time ever that our community could buy secondhand Madewell items across all clothing categories in a physical setting. A crucial part of our experiential Circular Store was educating customers on the value and importance

of extending the life of clothing through in-store displays and hands-on workshops hosted by our friends at Patagonia. Customers learned about fashion waste, living more sustainably, and consuming more responsibly, all while shopping to give pre-loved clothes a new home.

The experience also included complimentary on-site tailoring and mending services where customers could bring in denim for alterations and repairs, keeping these items in their closets even longer.

Through the Circular Store we re-sold over 2,900 preloved Madewell pieces ranging from denim and shirts to dresses and outerwear. A Circular Store was also recognized as a finalist for *Fast Company's* 2022 World Changing Ideas Award.





OUR CIRCULARITY PARTNERS

RENT THE RUNWAY: OUR RENTAL PARTNER

In 2021 we continued our partnership with Rent the Runway, an e-commerce platform that allows users to rent or buy pre-loved apparel and accessories instead of buying new. We estimate that through this partnership we saved 260,339 MJ of energy, with emissions savings of 23,196 KG of CO₂ e (*savings calculated using Madewell's impact calculator*). Another way of thinking about these savings: this is equivalent to the carbon sequestered by planting

[384 tree seedlings](#) and letting them grow for 10 years.

COTTON'S BLUE JEANS GO GREEN™ PROGRAM

Our collaboration with Cotton's Blue Jeans Go Green™ program gives worn out, unwearable denim a chance at new life. We invite all customers to bring their heavily worn denim (any brand, not just Madewell!) back to the store and Cotton's Blue Jeans Go Green™ program turns these jeans into new products such as housing insulation and thermal insulation for sustainable food packaging. Since we began collaborating with the denim recycling program in 2014, Madewell has collected over 1.2 million pieces of denim, diverting 643 tons of waste from the landfill. In 2021, 67 percent of the denim we collected in stores was recycled by Cotton's Blue Jeans Go Green™ program.



FABSCRAP

When we have unavoidable fabric scraps from our home office due to the design process, we partner with the local New York nonprofit FABSCRAP. FABSCRAP is working to end commercial textile waste through fabric recycling, downcycling or reuse in their in-person and ecommerce shops. In 2021, Madewell's FABSCRAP donations saved 5.7 tons of CO₂ from entering the atmosphere—the equivalent of planting 86 trees.

CIRCULARITY LABELS WE LOVE



Joyce Lee,
Head Designer
at Madewell

LA RÉUNION

We collaborated with La Réunion to create dresses made of remnant Madewell fabric. Sarah Nsikak, founder of La Réunion, is a Nigerian-American living in Brooklyn, New York who was exasperated by the huge amount of waste generated in the fashion industry and decided to refocus her design process to using fabric scraps and leftovers already in the market. This product collaboration was extremely successful—selling out within hours.



THE FALLS

We collaborated with The Falls, a New York based design studio, that takes deadstock fabric and other scraps and upcycles them into unique pieces. For our collaboration, The Falls sourced vintage sweatshirts and patched them with remnant Madewell fabric.



DESIGN FOR CIRCULARITY

Last year, we laid out our intention to train key Madewell team members from design, merchandising, tech design, sourcing and beyond, in the principles of circularity. We are proud to report that all teams completed our Circular Innovation Workshop and are trained in the fundamentals of design for longevity, durability, versatility and

minimized waste. These trainings taught participants to re-evaluate how we think about the design and construction of our products from conception to production to our customer's closet and the end of their life. From here, we're setting out to build phase two of our training program and to continue incorporating circularity into our product assortment with a much stronger approach.

SUSTAINABLE OPERATIONS

We recognize that climate action is one of the most pressing issues of our time. This section covers everything we are doing to improve energy efficiency, reduce waste and create more sustainable packaging.





CLIMATE AND ENERGY

Climate change is one of the most pressing issues of our time. Rising temperatures, record-breaking severe weather patterns, and an increasing portion of the world's populations being exposed to climate change impacts, such as drought, floods, heat waves and sea-level rise, is cause for action. We have set ambitious goals to reduce our impact. By 2030, our operations will be 100 percent carbon neutral, which includes Scope 1 and 2 emissions in our stores, distribution centers and offices.

To measure our progress, we conduct an annual carbon footprint screening to measure our Scope 1

and Scope 2 greenhouse gas (GHG) emissions. We are actively using this data to determine our best path forward to reach our climate neutrality goal. After reviewing our facilities portfolio, we've developed a strategy that incorporates energy efficiency projects, renewable energy credits, green utility programs and carbon offset projects.

Understanding our own operations is just one part of the equation. That is why this year we conducted a Scope 3 footprint screening to better understand our impact throughout our supply chain. We assessed our business against fifteen categories, and it was determined that as an apparel manufacturer and retailer, the greatest source of emissions is from our purchased goods and services (the materials we use and the suppliers we work with) and our upstream travel and distribution logistics. This foundational work enables us

to develop a roadmap to reduce emissions across our supply chain.

J.Crew Group is working to achieve a 33 percent Value Chain GHG Reduction. This ambition to tackle our GHG emissions is twofold, and includes:

1. Our near-term goal of being carbon neutral for our operations, Scope 1 and 2, by 2030
2. Our approach to reduce our Scope 3 emissions by 30 percent.

OUR CARBON FOOTPRINT

We historically track our energy usage from our retail locations, corporate office, and distribution centers through a third-party platform. Our goals and ambitions are set on the foundation of a 2019 baseline. We measure both locations-based and market-based emissions for our Scope 2, to ensure that we are able to get a fuller understanding of our physical emissions and purchasing decisions.

The following figures cover the GHG emissions of electricity and natural gas usage across J.Crew Group.

SCOPE 1 AND 2

Scope 1 (MTCO₂e)

2021		1,967.48
2020		2,797.83
2019*		1,788.66

Scope 2 (MTCO₂e)

2021		16,607.82
2020		18,608.84
2019*		26,208.34

Scope 1 & 2 Total Emissions (MTCO₂e)

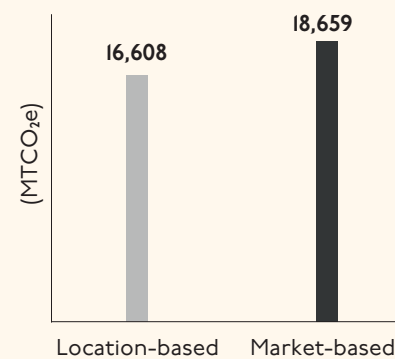
2021		18,575.30
2020		21,406.67
2019*		27,997.00

Emission Intensity (MT/Sq.Ft.)

2021	.0052
2020	.0056
2019*	.0064

* Baseline year

Enterprise Location-based and Market-based Emissions Total Comparison



Enterprise Market-based Historical Emission in MTCO₂e by Emissions, Scope 2

CY2021		18,659
CY2020		20,743
CY2019		27,412

YOY % Change	-10.05%
Baseline % Change	-31.93%



UPS

We're continuing our partnership with the UPS carbon neutral shipping program, offsetting Scope 3 emissions derived from e-commerce shipping. This means that for every ton of CO₂ emitted by a package shipment, an equivalent amount of CO₂ is saved by a verified emission reduction project somewhere else in the world. Through this program

with UPS, we offset 6,076 metric tons of carbon from our e-commerce package shipments in 2021. This is equivalent to offsetting the energy of 1,104 U.S. households for one year or 1,350 vehicles driven for a year.

CARBON CREDITS

We proudly continue to give our customers the opportunity to reduce their climate impact by purchasing carbon

offsets through our website. Our partnership with Native puts the funds from the purchase of carbon credits directly into the Northern Great Plains Improved Grazing project, helping to improve soil health to (literally!) pull carbon from the atmosphere. These credits include offsetting one year of online shopping (about a half a ton of CO₂), one year of laundry (one ton of CO₂) or a whole year of carbon for a family of four (40 tons of CO₂).



WASTE

As for our waste goal, plastic is one of retail's—and the world's—biggest challenges. We're committed to reducing single use plastics, phasing out virgin plastics in packaging

and raw materials, and partnering with the industry to find collective solutions.

In 2021, we enlisted Recycle Track Systems, a waste consulting firm, to perform a waste benchmarking audit at 30 retail locations and two distribution centers. The intent of this analysis was to determine waste reduction opportunities in our operations.

Highlights from the audit include:

- 1,532 pounds of waste were sorted
- 955.8 pounds were cardboard waste
- 566.2 pounds were trash waste, of which 262.3 pounds were LDPE#4 plastic

A great finding was that 63 percent of our waste is already being diverted through recycling streams, but that means we have a big opportunity to address the remaining 37 percent. One of the biggest drivers of that is plastic film, which we are working hard to address. We will be using all this data to inform our strategy and activities going forward, to continue towards eliminating waste that ends up in landfills.

WASTE MANAGEMENT AT OUR DISTRIBUTION CENTERS

In 2021, our distribution centers diverted a total of 1,900 tons of waste from landfills, or 86.3 percent of total waste generated in 2021. Some of these efforts led to the incredible work that was accomplished:

- Reusing approximately one-third of inbound boxes for outbound shipments.
- Partnering with a recycling company to recycle leftover autobagger film that was previously sent to landfill, diverting approximately 160,660 pounds of waste annually.
- Recycling cardboard cores from autobagger film rolls, diverting approximately 10,103 lbs of waste from landfill annually.

The team is continuing to review and pilot new opportunities.



PACKAGING

We use packaging throughout our business—protecting goods as they ship from our factories to our stores and ensuring e-commerce shipments get delivered to our customers’ doors. We’re actively reducing our packaging footprint wherever possible, using only what we need while making sure items get to customers the way they are expected to.

For the packaging we use, we’re committed to the following:

- By 2025, 100 percent of the paper used in our packaging will be sustainably sourced. We will give preference to recycled paper and paper that is Forest Stewardship Council (FSC) certified.

- By 2025, 100 percent of the plastic used in our packaging will be sustainably sourced and will not contain any virgin plastic. We will give preference to recycled plastic and continue to explore other environmentally responsible alternatives.

We’ve made great progress towards these ambitious packaging goals.

- 41 percent of our paper and plastic packaging types are 100 percent sustainably sourced, which is up from 13 percent in 2020, an increase of 28 percent.

- We saw a 15 percent reduction in packaging types that did not meet our sustainability requirements.
- We transitioned our polybags to 100 percent recycled content, avoiding over 1.6 million pounds of virgin plastic each year.

Packaging is often the first thing our customers interact with when they get our product. We consider it a disservice for us to create the most sustainable version of a product only for it to arrive in packaging that will be sent to landfill. Over the past couple of years, we have been able to make considerable strides converting our key paper and plastic packaging to more responsibly sourced materials, but we know we can do more. We are excited by the future of our packaging efforts as we look to explore new partnerships and pilot new materials.



SUSTAINABILITY IN OUR SUPPLY CHAIN TRANSPARENCY

In addition to knowing that our fibers are coming from more

sustainable sources, it’s also important to understand where they come from. At Madewell, increasing the transparency and traceability of fibers and yarns and fully mapping our supply chain are high priorities. We know that operating a responsible business requires deep understanding of where our products come from, who is making them, and the environmental and social impacts they have along the way. That is why we are working towards increased transparency and traceability of our cotton supply chain by 2023, with other important fibers to follow.

In 2021, we continued to push for ways to trace our fibers back to their origin. Our mill and vendor partners are required to assist us in collecting and managing additional documentation that traces the origins of fibers and yarns used in Madewell products. They also help us to be vigilant and work with us to ensure forced labor is



not used at any step in our sourcing process.

In 2021, we also launched the Transparency One platform, a tool that allows us to connect with and map our supply chain. Vendor and mill partners who are on the platform are asked to disclose critical information—and where necessary, provide documentation—on their supply chain partners, including mills, spinners, traders and eventually farm level information. This information helps us to gain deeper

insight into our supply chain and ensures that we are working with partners who are willing and able to partner with us as we drive towards full traceability and transparency.

To support our traceability efforts, we follow the chain of custody standards outlined by our various sustainable fiber platforms, and trace fibers using online platforms that utilize blockchain and other technologies.



WATER STEWARDSHIP

We are proud to announce our new water stewardship partnership with the World Wildlife Fund (WWF). As one of the world's leading conservation organizations, WWF works in nearly 100 countries to tackle pressing issues surrounding nature, people, climate and water. Recognizing that apparel production is highly water intensive, we are committed to mitigating risks from water scarcity, water quality and ecosystem degradation in the communities in which we operate. We are excited to have WWF as a partner to identify and pursue meaningful actions when it comes to water use in our supply chain.

In 2021 we completed an initial basin water risk assessment,

covering physical, regulatory and reputational risks of the mills and factories in our supply chain. This work analyzed our supply chain against geographical risks including flooding and water quality. We also performed an operational risk assessment, focusing on 186 key mills and factories, which covered the impact of the business and production practices of Madewell, such as water usage in denim laundries and discharge maintenance.

We know that it's crucial for our supply chain to be resilient as weather-related extreme events intensify. Now that this phase one of work is complete, we will be spending the next year working with WWF to create contextual water targets to mitigate the water risks where they are most critical in the areas we work. This second phase will be informed by the results of the basin water risk and operational water risk assessments.

These results highlight the importance and need for collective action with other stakeholders in a water basin—ensuring multiple actors are represented and shared challenges are addressed. We're excited to continue our work with WWF to address water use and continue to build our future water strategy.

CHEMICAL MANAGEMENT

We take a multifaceted approach to managing chemicals in our supply chain and on our products, guided by the AFIRM Restricted Substances List ([click here to learn more](#)). We require our suppliers to comply with our Vendor Code of Conduct, which communicates our chemical safety requirements, and we use third-party testing of products and components of products to monitor compliance with global chemicals

regulations and Madewell chemical restrictions.

To supplement these efforts, we ask our strategic Tier I cut-and-sew suppliers and fabric suppliers to respond to Sustainable Apparel Coalition's Higg Index Facility Environmental Module (FEM) so we can assess chemical management in our supply chain. We are using this data to inform the evolution of Madewell's chemical management strategy.

MEASURING SUPPLY CHAIN SUSTAINABILITY

Since 2019, we have utilized the Sustainable Apparel Coalition's Higg Index Facility Environmental Module (FEM)—a sustainability assessment tool that standardizes how facilities measure and evaluate their environmental performance—to understand the environmental impacts of our supply chain. We



measure the Higg FEM environmental data at the J.Crew Group level, which covers factories that work with both Madewell and J.Crew brands. In 2021, 90 percent of our factory partners completed the Higg FEM Self-Assessment, and 63 percent also conducted a verification. We also engaged

59 mills to complete the Self-Assessment, and 47 of those were verified. We will continue to leverage this tool to evaluate the sustainability performance of our supply chain and contribute to our future goals around Scope 3 emissions and water impacts.

PLANET PARTNERS

We've been lucky to work with partners that are similarly aligned with our commitments to do better for the planet. Here are the organizations we currently work with:



NRDC (NATURAL RESOURCES DEFENSE COUNCIL)

Since 1970, NRDC (Natural Resources Defense Council) has fought to safeguard the planet's people, plants and animals. Our partnership with the NRDC began in April 2021, and during September's Climate Week, we invited

our Brand Ambassador Leah Thomas to our channels to highlight the many ways our customers can get in on the action against climate change. In addition to creating broader awareness around NRDC's mission and an action plan to combat the climate crisis, we matched customer donations up to an aggregate amount of \$15,000 during the week and maxed out the match.

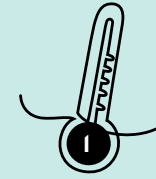
THE FASHION PACT

We've signed on with The Fashion Pact, a global coalition of companies in the fashion and textile industry, including suppliers and distributors, all committed to reducing the industry's impact in three areas of environmental urgency: Stop global warming, restore biodiversity, and protect the oceans.

Initially launched as a mission given to Kering Chairman and CEO François-Henri Pinault by French President Emmanuel Macron, and presented to Heads of State at the 2019 G7 Summit in Biarritz, The Fashion Pact is a CEO-led coalition aimed to accelerate and scale impact across climate, biodiversity and oceans by acting collectively.

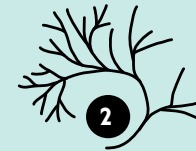
Today, The Fashion Pact is comprised of 70+ companies across regions and cultures, working together to improve the sustainability performance of each other and our entire business.

Collaborative action is at the heart of everything The Fashion Pact does. To support its membership in achieving the collective targets, The Fashion Pact is bringing on subject matter experts from sectors along the entire value chain and setting a common agenda with priority actions and tangible targets.



STOP GLOBAL WARMING

through the implementation of Science Based Targets for Climate to achieve net-zero by 2050



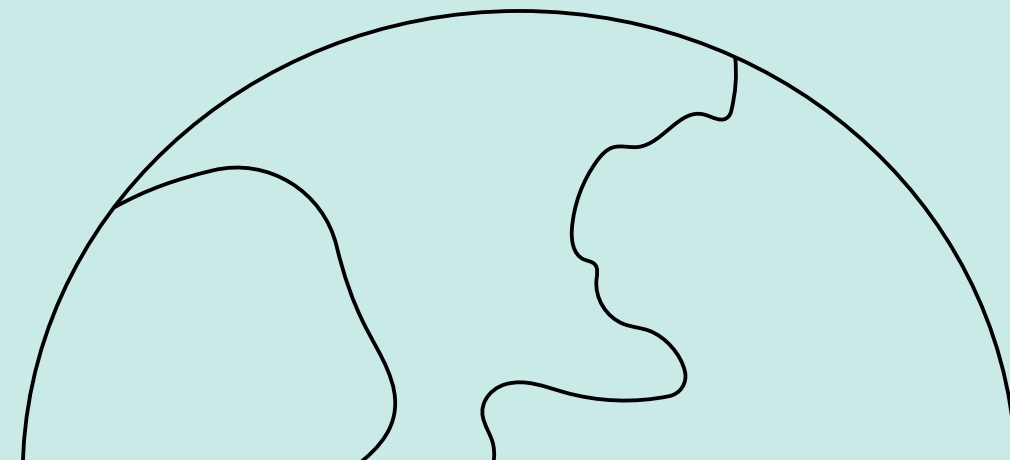
RESTORE BIODIVERSITY

by achieving objectives that use Science Based Targets for Nature to protect and restore natural ecosystems



PROTECT THE OCEANS

by reducing the fashion industry's negative impact on the world's oceans through initiatives such as eliminating the usage of problematic and unnecessary plastics





FASHION MAKES CHANGE

Fashion Makes Change recognizes women leaders in the fashion industry and they seek to empower and reward this leadership in tandem with climate action. As an organization, they work in partnership with the entire apparel industry, building resilient communities and accelerating global education and gender equity across supply chains.

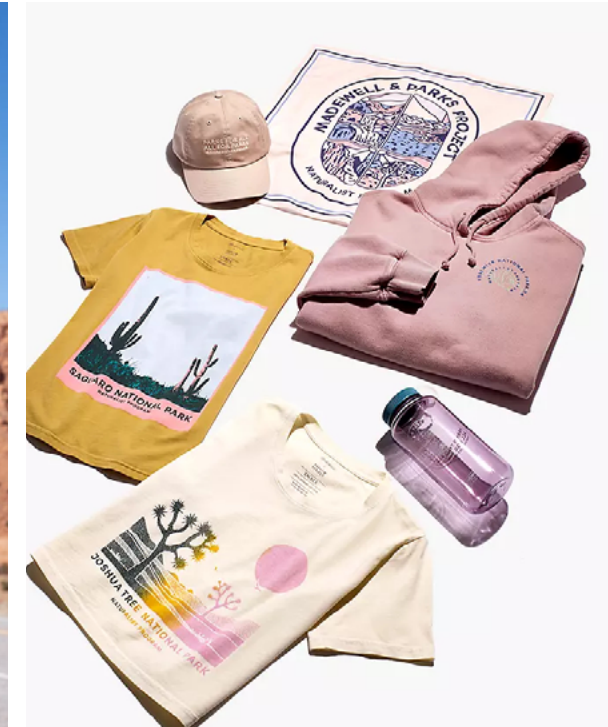


PARKS PROJECT

In April 2021, during Earth Month, we launched a collaboration with Parks Project that included merchandise and a park cleanup kit.

Operating under the motto “leave it better than you found it,” Parks Project supports the future of our public lands. We teamed up on exclusive designs honoring some of our favorite spots in the country—like this classic crewneck tee featuring Saguaro National Park in southern Arizona (cacti and all).

Madewell and Parks Project champion the National Parks Conservation Association (NPCA) and their mission to protect our national parks. To show our support, Madewell has contributed \$10,000 to the NPCA.



PEOPLE

This section covers the People our work impacts—from our suppliers to our internal associates, customers and communities.



SUPPLIERS



FAIR TRADE

Madewell's partnership with Fair Trade USA™ is key to the foundation of our People pillar. We have seen firsthand the immense impact the program has on the lives of the men and women who work at our factories, and

that's why we're committed to 90 percent of our denim to be from Fair Trade Certified™ factories by 2025. In honor of Fair Trade month in October, we also granted a 2:1 match of any full-time associates personal donation to Fair Trade USA.

We're thrilled to report that in 2021, 52 percent of our denim was from Fair Trade Certified factories, more than halfway to our goal.

Since January 2019, we have partnered with Fair Trade USA to strengthen protections for workers in

our factories across the globe. The organization sets standards that ensure fair and humane treatment of workers and limits the impact of these facilities on the environment.

Working with Fair Trade USA means for every product we manufacture at a certified factory, we pay a Fair Trade Premium, all of which is directed to a community fund that is managed by the people who work at that factory. The employees are empowered to organize democratically and



In 2021 alone we contributed \$575,452 directly back to our fair trade factory workers.

At Saitex, our long-time factory partner in Vietnam, over 2,000 workers' children were given educational scholarships to assist with school fees and purchasing school supplies. The

impact of these Premiums extends beyond the walls of the factory and creates opportunity and support for thousands of people. Saitex also continued their Premium payments towards extended health insurance to help with treatment fees not covered by national health insurance, as well as COVID-19 related expenses including bi-weekly testing. Throughout the COVID-19 pandemic, the cost of food and consumer products continued to rise, and Premium payments were important to alleviating some of this burden.

vote to invest the funds in projects they consider most important to their unique local social, economic and environmental needs.

Since we launched our Fair Trade program we have...

- **Contributed \$1,260,901** into community development funds around the world
- **Certified nine factories** across Asia and Central America
- Protected and empowered approximately **10,000 workers**

In 2021, our China-based denim factory, Jade, directed their collective Premiums to help a coworker in need. The factory Fair Trade committee voted to donate the Premiums to a fellow worker whose son had a serious illness and required life-saving treatment. Additionally in 2021, the Jade factory distributed bags of rice and cooking oil to all employees and hosted a dinner party for all (nearly) 500 workers.

THE JOURNEY OF OUR FAIR TRADE DENIM

Denim is at the heart of Madewell's identity and that's why it's so important to us to do well for the people behind our product and achieve a goal of having 90 percent of our denim come from Fair Trade Certified™ factories by 2025.

Take a look at the journey of our Fair Trade Curvy High-Rise Skinny Jean from yarn to our shelves.

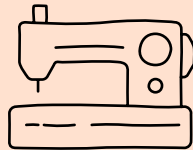
1



FABRIC

Our design and R&D teams select the perfect fabric. In this case that fabric comes from Candiani, a leading sustainable denim mill. The fabric is made of organic cotton and recycled elastane, ensuring the well-being of the planet.

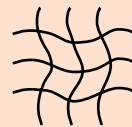
2



SAITEX

Our sustainable denim fabric arrives at our long-time clean denim factory partner Saitex. Saitex believes that business can be a force for good and partners with other businesses that feel the same.

3



CERTIFICATION

Madewell helped Saitex receive its Fair Trade certification in 2019 and since then the factory has empowered over 3,400 workers.

4



PRODUCTION

Saitex Fair Trade workers create the perfect fitting jean Madewell is known for, perfecting the wash and adding our Fair Trade label to the inside of the garment.

5



COMMUNITY FUND

Meanwhile, our Fair Trade factory workers receive a premium from Madewell on the cost of the jeans that goes directly into a Fair Trade community fund. The Fair Trade committee then votes on projects to implement with those funds.

6



YOUR GARMENT

Garments arrive at Madewell stores across the U.S. and customers can check for the Fair Trade label on the garment or in product descriptions on the website.

Our Fair Trade denim is further highlighted through our social media channels.



OUR RESPONSIBLE SUPPLY CHAIN

We have a responsibility to run and grow our business ethically, responsibly and legally. Our Supplier Code of Conduct is the cornerstone of our responsible sourcing programs. This code is based on the International Labor Organization (ILO) core standards and requires compliance with all laws in each of the countries in

which our facilities operate. The code applies to every level of our supply chain, including all approved subcontractors, home-workers and sub-suppliers. It outlines fifteen specific expectations related to labor and human rights, environment, and fair and honest operating standards.

The rest of our responsible sourcing policies can be found on our [Social Responsibility page](#).

SUPPLIER ENGAGEMENT

Madewell collaborates across the fashion industry with organizations actively improving global labor standards and workplace conditions. We are members of Fair Factories Clearinghouse and Business for Social Responsibility™, and we partner with Better Work to improve social dialogue and worker engagement in supplier factories. Better Work engages directly with our factories in Vietnam, Bangladesh, Cambodia and Indonesia.

We support our suppliers with tools and best practices for safe working conditions, including training and consultations. Our suppliers agree to monitoring by third-party, independent audit firms to ensure ongoing compliance. Most inspections

are semi-announced, and when necessary, fully unannounced.

All new suppliers are subject to inspection and approval before any purchase orders are placed. The existing factories within our supply chain are routinely inspected based on their previous compliance performance and their overall external risk factors. Inspections consist of document review, private and protected worker interviews and a walk-through of the facility to assess worker well-being, health and safety.

In 2021, we conducted 126 audits to assess the level of compliance with our Supplier Code of Conduct. We uphold a rigorous Code of Conduct and as a result, two factories were not approved for production based on an unacceptable level of compliance, and we ceased production in two

We support our suppliers with tools and best practices for safe working conditions, including training and consultations.

existing factories that did not support key elements of our Code. Fifteen percent of our factories achieved top audit ratings, and the majority of our factory audits resulted in what we consider a “Fair” rating due to the need for system or procedure changes to be remediated within 6-12 months. Ten percent received a rating which required remediation within three months to remain a Madewell supplier. In all cases, we worked with our suppliers to develop and implement a Corrective Action Plan specific to the issues cited during the audit. We also accepted 104 audits which were conducted by industry certification programs or other retail brands. For these audits

we reviewed the level of compliance and worked collaboratively with the program or brand to support sustainable resolutions to the non-compliances.

Madewell collaborates with suppliers to help identify compliance issues and their root causes, and uses a capacity-building and continuous improvement model to reach a higher level of social compliance in our supply chain. However, if a critical issue related to working standards or required procedures is cited, or if the supplier is unwilling to correct non-compliances or reach a higher level of social compliance, Madewell may terminate the business relationship.



MODERN SLAVERY

Madewell is committed to preventing modern slavery of any kind in the manufacturing of our products. Based on reports documenting the systemic use of forced labor (including child labor) in the harvesting of cotton in certain parts of the world, our policy prohibits the sourcing of cotton from these regions for the manufacturing of our products. We continually collaborate with industry associations, NGOs and other brands to raise awareness of this very serious issue and advocate for its elimination. Upon independent verification that cotton in any of these regions is no longer harvested using forced labor, we will re-evaluate this policy.

WORKER SAFETY

Protecting workers' safety, health and well-being throughout the production process is also a requirement of our suppliers. Our compliance audits include many elements related to the safety of workers in factories and dormitories. We routinely inspect for building and machinery safety, fire safety, proper handling and storage of chemicals and hazardous materials, and safe evacuation procedures.

We also work to maintain safe production processes in our factories by requiring factories to provide protective equipment for our workers. When we became aware of the health issues related to sandblasting, we prohibited this process

being used in the production of denim and other Madewell products.

WORKER VOICE

We believe all workers need the freedom to raise grievances and be free from any retaliation. All of our suppliers must recognize and respect the rights of workers to freedom of association and collective bargaining. All suppliers are required to maintain a structured grievance procedure to report complaints or grievances and adopt a zero-retaliation policy. Workers must be trained on the process and understand the importance of reporting grievances or suspected misconduct.

ASSOCIATES, CUSTOMERS AND COMMUNITIES

OUR MISSION

We see you; and we welcome everyone. When it comes to diversity, we take the broadest possible view including seen and unseen qualities. Building and sustaining a culture where our associates, customers, and community feel safe to be their most authentic selves remains our most essential priority.

We're thinking broadly, shaping the future and working to make a sizable impact across the retail landscape and beyond.

We focus on **three lenses**

within our People pillar, with our commitment to Diversity, Equity, Inclusion and Belonging (DEIB) woven throughout all of our efforts.

- ASSOCIATES**
"Everybody In"
- CUSTOMERS**
"Open to All"
- COMMUNITY**
"Enable Good"

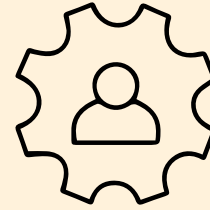


DIVERSITY, EQUITY, INCLUSION AND BELONGING

OUR STRATEGY

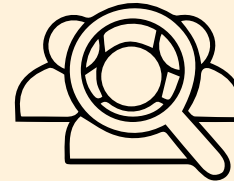
The last two years saw a renewed focus and commitment to racial justice, diversity, equity, inclusion and belonging. To realize these commitments, we set actionable, company-wide business priorities and measures to further equity in our systems.

The foundation of our program encompasses:



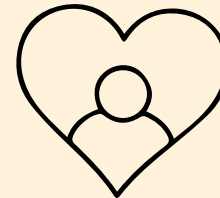
DEVELOPING LEADERS

We commit to integrating diversity, equity, inclusion and belonging into our approach to people management and leadership, ensuring that we are holding those with position and power accountable to creating a community and a culture that builds belonging, drives engagement and grows talent.



INFUSING TALENT

We commit to continuing to improve attraction, retention and promotion of associates of all backgrounds through our investments in our recruitment and on-boarding processes.



FOSTERING INCLUSION

We commit to furthering our talent and business strategy by creating a workplace that integrates and leverages the uniqueness of each associate by investing in culture and community-building activities.



BUILDING EQUITY

We commit to continuing to create opportunities for full participation by all associates, including those from underrepresented and minority backgrounds, by a comprehensive review and refinement of our talent process. We will use the power of our business to drive change by working with organizations, brands and makers from underrepresented backgrounds.

REPRESENTATION

We are proud of the makeup of our Board of Directors, which has an equal gender balance along with strong representation of traditionally underrepresented ethnicities and races. Below you will see a breakdown of our gender and ethnic/race composition in the U.S. at the Board, leadership and total company levels. While our overall company representation is generally indicative of the makeup of the U.S. population, we are committed to continuing to improve our makeup of women and traditionally underrepresented ethnicities and races at leadership levels.

Data has been compiled as of the end of Fiscal Year 2021 and is representative of all of J.Crew Group.

GENDER BREAKDOWN

● MALE ● FEMALE

Board



Leadership (Director level and above)



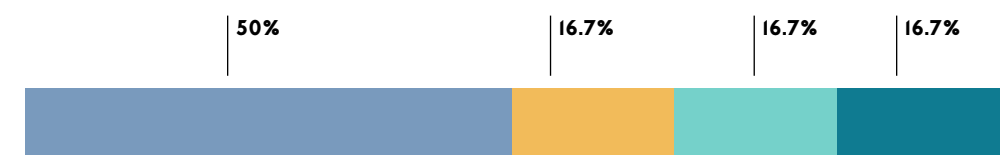
All U.S. Employees (Total Company)



ETHNIC / RACE BREAKDOWN

● AMERICAN INDIAN OR ALASKAN NATIVE ● BLACK OR AFRICAN AMERICAN ● NATIVE HAWAIIAN OR OTHER PACIFIC ISLANDER ● TWO OR MORE RACES
 ● ASIAN ● HISPANIC OR LATINO ● NOT IDENTIFIED ● WHITE

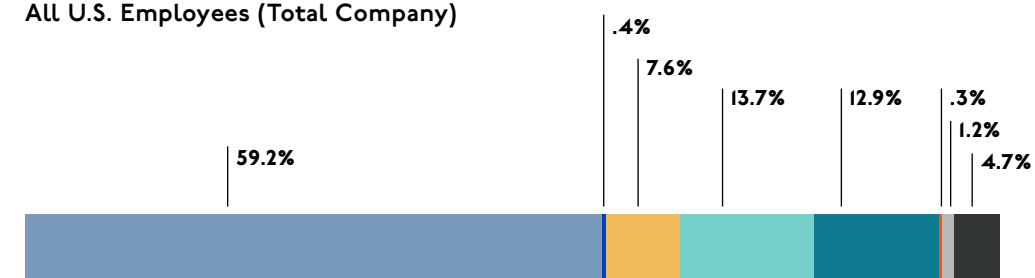
Board



Leadership (Director level and above)



All U.S. Employees (Total Company)



ASSOCIATES

We believe that strengthening diversity across race, ethnicity, culture, gender, sexual orientation, age, and physical and mental abilities makes Madewell more creative and successful. We commit to furthering our talent and business strategy by creating a workplace that integrates and leverages the uniqueness of each associate by investing in culture and community-building activities.

TALENT ATTRACTION

We continue to expand our talent pipeline and ensure our hiring managers are ready to bring in new employees without bias. Our recruiters all hold a diversity, equity, and inclusion (DEI) Recruiter Certification, which enables them to improve our DEIB talent practices. We have also implemented interview guides to help counteract unconscious bias, enhanced training for hiring managers, and more robust tracking of representation in the recruiting pipeline.

We are continuing to improve candidate pools for all positions—including entry-level and internship positions—by partnering with:

- BIPOC recruitment organizations like Jopwell, a career advancement platform for Black, Latinx and Native American students and professionals.
- Historically Black Colleges and Universities, Asian American Pacific Islander (AAPI) and Hispanic Institutions and Tribal Colleges and university groups like Harlem Fashion

Row and America Needs You, which promote racial and socio-economic diversity.

- RAISE and participating in their RAISE x Anti-Racism Fund's inaugural internship program through Silver Arts Projects, a nonprofit supporting the work of overlooked artists. The internship program provides yearlong stipends and training in sustainable business practices. We're proud to have committed to hiring two interns for our summer hybrid internship program.



INCLUSION INITIATIVES

CORPORATE EQUALITY INDEX

For the third year running, we achieved a 100 percent score on the Human Rights Campaign’s Corporate Equality Index, a benchmarking tool on corporate policies, practices and benefits important and pertinent to lesbian, gay, bisexual, transgender and queer employees.

LEARNING AND DEVELOPMENT

We strongly support our associates’ personal and professional growth by offering on-site, virtual and digital learning experiences, as well as other development resources and programs. Open jobs are always posted internally, and we aim to promote from within.

Over the last year, we have continued to enhance our formal and informal offerings

to support our call to listen and learn from each other and from experts across different communities and experiences. We will build on these practices as we move forward.

Initial actions include:

We have scaled our mandatory diversity dialogue training throughout the organization and are working to ensure all associates participate in this core learning experience.

We have launched our Learning Together resource site for all associates to educate themselves on topics related to diversity, equity, inclusion and belonging. This site includes crowd-sourced ideas from within our community.

Through our standard communications channels, we have regularly surfaced content, stories and resources that promote greater understanding and community around DEIB-related topics.

LEADERSHIP SUPPORT

We are also investing in creating a stronger culture by creating mandatory trainings, such as Unconscious Bias and Inclusive Leadership, for our leaders that are Vice Presidents and above. While we previously had unconscious bias trainings, we have added more in-depth and ongoing workshops.

WELLNESS

We’re making space for the total well-being of our associates. We’re dedicating resources to provide our community with effective tools to support a healthy balance between work and life, and to holistically improve stress management.

We regularly harness the power of open conversation with community discussion forums, where associates can share personal experiences, observations, and



Don’t Ban Equality.

In September 2021, Madewell signed onto the Don’t Ban Equality statement that was created in response to bans restricting comprehensive access to reproductive healthcare in Texas and across the country. More than 330 businesses signed on to this initiative, raising awareness about how these bans go against company values to promote equity in the workplace and put employees, businesses and communities at risk.

thoughts around DEIB-related topics. Over the last year, we have created spaces through our community forums on topics including Black Lives Matter and anti-Asian violence.

EMPLOYEE BENEFITS

Our employees are one of our most important assets. By providing health and well-being support and resources for them to grow and learn, we strive to

continue to be a company that people love to work for. Our benefits help us attract and retain impressive talent.

We believe in competitive and equitable pay for our associates. On a regular basis, J.Crew Group conducts compensation studies to make sure all associates are paid fairly based on their experience, skills, position, performance and other objective factors.

Eligible associates and their family members receive competitive benefits beyond typical health insurance. We cover annual preventative screenings, smoking cessation and weight-loss support, and fitness discounts. We also offer a robust 401(k) plan with a company match, Flexible Spending Accounts, Healthcare Savings Accounts, financial literacy classes and commuter benefits.

Paid time off is crucial to managing the personal lives of our employees. We offer paid time off, generous paid parental leave for all parents (mothers and fathers, biological and adoptive) and flexible leave policies for other life moments.

RECOGNIZING DIVERSE IDENTITIES

Madewell continues to recognize and celebrate key dates throughout the year with robust internal programming

to honor the diversity of our community and create space for our teams to come together in a variety of different ways. This includes recognizing and celebrating months like Black History Month, Women’s History Month, AAPI Heritage Month, and Pride Month.

In 2021, we:

- Added pronoun requests to employment applications and the onboarding process, and gave all associates the ability to add pronouns to email signatures in an effort to communicate that we welcome every gender identity.
- Additionally, we refreshed our holiday calendar to promote representation and celebrate the range of holidays important to our employees:
 - Made Juneteenth an official company holiday, recognizing the day that

the last enslaved persons in the United States were emancipated. This holiday is an important reminder that freedom and justice are often delayed, and there is still much work to do toward equity and equality.

- Created the opportunity for all associates to recognize the day that is most meaningful to them with a Floating Holiday, in addition to our standard paid-time-off bank.

ASSOCIATE IMPACT GROUPS

Associate Impact Groups (AIGs) are associate-led groups that gather based on common interests or identities. They provide a safe, welcoming and supportive environment to empower associates and allies across a broad spectrum of groups to address their unique needs and perspectives. As part of our efforts to build a

collaborative and connected community, we offer the opportunity to form and participate in AIGs which are open to all members of our team. Some of our current AIGs include BLAC, PRIDE, and Women+.

NON-DISCRIMINATION

Our company is committed to a workplace where everyone is respected and treated professionally. Harassment of any form is not tolerated, including but not limited to harassment on the basis of race, color, ancestry, national origin, religion, sex, marital status, age, sexual orientation, gender identity or expression, a legally protected physical or mental disability or any other basis protected under applicable law.

To prevent or mitigate potential negative impacts, we maintain an Open Talk Hotline that is available to all associates globally and provides an anonymous way to report



OUR FOCUS ON RACIAL JUSTICE

One of our focal DEIB efforts is our commitment to work toward racial justice. Together we stand against racism and for equality. We believe that Black lives have always mattered. We also stand clearly opposed to Asian hate and violence. We are dedicated to this work and will continue to hold ourselves accountable as we move forward.

suspected illegal or unethical conduct observed, discovered, or experienced in the workplace. Our dedicated Associate Relations team was created in 2021, and it specializes in investigating discrimination claims and ensuring

a positive workplace environment for all associates. Associates also complete mandatory annual training to ensure compliance with various national, state and local requirements.

CUSTOMERS

We also believe in intentional inclusivity, purposefully opening our aperture to include and represent all- from size and shape, to race, ethnicity, religion, gender, age, ability and sexual orientation. Our three focus areas of work include:

PRODUCT

We're passionate about what we make and how we make it, uncompromising in our high standards of quality, fit, inspiration and style. Inclusivity is never passive or an afterthought, it's an essential part of our brand that aligns to our values of redefining beauty and leaning into personal identity as a means of creative expression.

MARKETING

We're reshaping the narrative; creating a real, open and expansive interpretation of the

modern moment: embracing inclusivity and creativity; celebrating the collective and individual identity; setting us forward on a path of discovery.

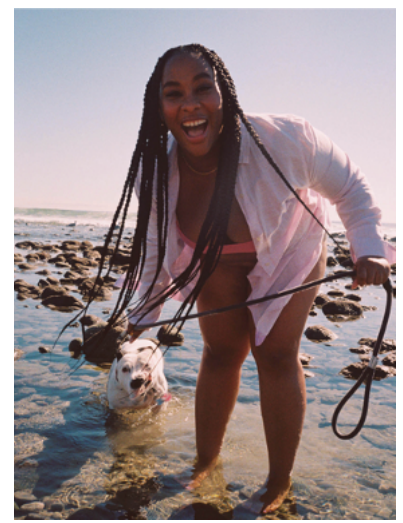
CUSTOMER EXPERIENCE

We're designing and implementing actions that mitigate racial bias from the customer experience and fostering inclusive shopping experiences for all, celebrating all identities they hold.

One of the ways we honor this commitment is through our partnership and support

of the Mitigate Racial Bias in Retail Charter (the Charter), a multi-stakeholder collaboration initiated by Open to All, aiming to implement tactics and actions to reduce racial biases from the shopper experience and create an environment that is truly open to all. Starting with the Charter, this growing collaboration also includes the development of training materials and an annual in-person convening.

As a founding signatory of the Charter, we and other participating retailers acknowledge that racially



biased and unfair treatment exists broadly in our society and has an impact on the experience of shoppers. As an early signatory, we have pledged to design and implement actions that mitigate racial bias from the shopper experience, help foster inclusive shopping experiences for all, and work together to share best practices across the retail industry to drive change.

We show the Open to All decal in all stores, indicating that we maintain a welcoming and safe environment for

people regardless of race, ethnicity, national origin, age, sex, sexual orientation, gender identity and expression, military status, immigration status, religion or disability.

The customers that shop our products, the employees that make it possible, and the partnerships that increase our impact are all crucial to the success of our business. We're growing our associate volunteer program, connecting customers with nonprofits we admire, and creating opportunities to

give back in the communities where we live and work. We are achieving these efforts through philanthropy and giving, volunteerism and corporate matching.

Throughout the year, we team up with organizations across the country that are aligned with our values and connect our customers to their missions. We support their work through monetary donations as a portion of a product purchase or by collecting physical items like coats and clothing.

COMMUNITY

Doing good is a part of business. Whether we're volunteering our time, collaborating with community partners or making an impact through charitable contributions, we remain committed to driving transformative change to create a more equitable and just society.

PEOPLE PARTNERSHIPS

Fostering inclusive relationships across our value chain provides equitable opportunities for diverse and minority-owned businesses and has the power to create positive socio-economic impact. We remain committed to ensuring a diverse supplier base in the procurement of goods and services.

BLACK IN FASHION COUNCIL

We have joined the Black in Fashion Council (BIFC), which

is committed to representing and securing the advancement of Black individuals in the fashion and beauty industry. We are committed to working with the BIFC as we move forward to create space and opportunity within our industry.

FIFTEEN PERCENT PLEDGE

Since its launch in 2020, we've been committed to the Fifteen Percent Pledge, an organization pushing our country towards a more equitable economic future for Black

people. The pledge ensures a minimum of 15 percent of our third-party vendors are Black-owned businesses. Since taking the pledge, we've been diligent about working with Black-owned businesses and at the end of 2021 our Labels We Love brand roster reached 14 percent representation for Black-owned businesses.

To get us there we increased:

- 1. Collaborations with Black designers, artists and Black-owned brands like La Réunion and Élan Byrd.

- 2. The share of Black makers and small businesses within our long-standing Hometown Heroes program—aiming to have each class made up of 15 percent black makers.

- 3. The share of Black-owned businesses featured in our Labels We Love program, which sells third-party brands on our website.

As of 2021, we represent 42 Black-owned business brands under the [Labels We Love](#).

15 PERCENT PLEDGE SPOTLIGHT

MADEWELL X NOVEL SWIM

Novel Swim is an Afro-Latina owned brand by Laura Paulino Rosenbaum. For two years, Novel has been part of our Labels We Love Program and the Fifteen Percent Pledge, creating ethically made swimwear and accessories in New York City. After seeing Novel Swim resonate with Madewell customers throughout 2021, Laura approached our team with the exciting opportunity to collaborate on exclusive product for the



2022 summer season. We were thrilled to be selected as Novel Swim's first exclusive product collaboration partner and kicked off the project in January 2021.

HOMETOWN HEROES SPOTLIGHT



MEET YUI BROOKLYN

Inspired by kawaii, the Japanese concept of and word for “cute,” Hometown Hero Yui Kobayashi dreams up eco-friendly soy candles in fun shapes and pastel colors. Yui launched as a part of Hometown Heroes class 8 and saw a great response from customers. They went on to become a Labels We Love marketplace vendor and create exclusive products for us that we wholesaled and carried in stores during Holiday '21.

HOMETOWN HEROES COMMUNITY AND COLLECTIVE

Our Hometown Heroes Community program was launched in 2010 to support local communities by giving artists and makers the opportunity to sell their goods at Madewell. Since its launch 10 years ago, the Hometown Heroes Community has become a foundation of Madewell—we now host thousands of Hometown Heroes events in stores each year.

In 2019, we launched our Hometown Heroes Collective program with our nonprofit partner Nest. Nest is an organization that is building a new handworker economy to increase global workforce inclusivity, improve the well-being of women beyond factories and preserve important cultural traditions across the world. Four times a year we select artisans and provide them a platform to sell their small-batch goods.

Our Hometown Heroes not only get exposure and a new sales channel, but they also get professional photography, mentorship and access to development grants. In 2021, we had five classes on the marketplace representing 43 small businesses. We also reached 100 makers in our Hometown Hero program in 2021!

GIVING AND PHILANTHROPIC ENGAGEMENT

We're extremely proud to stand up for and donate to the causes we believe in most. We team up with organizations that Do Well all over the country, tackling important issues like inclusivity, female empowerment and child hunger. Every month at Madewell a charitable giving effort takes place, and in 2021 we contributed \$400,000 to nonprofits. Additionally, our donations from Do Well product sales brought in over \$200,000.



EMPLOYEE-LED GIVING

We encourage our stores to host events where a portion of the proceeds are donated to local charitable organizations. Our associates choose the initiatives that best resonate with their community and host events in support. Our associates also give their time to these charities, and in 2021, our J.Crew Group teams collectively volunteered over 2,600 hours.

YOU GIVE, WE GIVE

We know our associates are passionate about supporting the causes important to them. We encourage those who have contributed their own money and/or volunteer time to a

nonprofit to submit a request for a cash or a time donation match on their behalf from Madewell to the charity of their choice via our “You Give, We Give” matching fund.

Throughout the year, we team up with organizations across the country that are aligned with our values and we find ways to support their missions; whether it's through monetary donations, collaborating with them on exclusive collections, hosting events or volunteering. Our associates largely drive local giving in their stores and communities, hosting local events and making their own contributions to nonprofits go further through this matching fund.



CAUSES CLOSE TO OUR HEART

We're proud to support several community-focused organizations and the good work that they do. Some of those we are proud to partner with:

GOOD360

We support Good360, a nonprofit with a mission to transform lives by providing hope, dignity and a sense of renewed possibility to individuals, families and communities impacted by disasters or other challenging life circumstances. We partnered with Good360.org on our 2:1 disaster match, which funded recovery relief and the long-term rebuilding of devastated communities.

No Kid Hungry

Throughout the COVID-19 pandemic, we continued our support of No Kid Hungry to end childhood hunger in America. In 2021, we

matched customers' donations in store and on Madewell.com, donating \$96,000 to the No Kid Hungry mission and helping to provide up to 960,000 meals for children.

American Civil Liberties Union

Madewell began supporting the American Civil Liberties Union (ACLU) on International Women's Day in March 2020 and since then we are proud to have donated over one million dollars to support their ongoing mission to protect and advance civil liberties for all. We launched a Love to All collection in 2020 with 50 percent of proceeds donated to the ACLU and this year we took it even further. Our Instagram-hosted virtual Pride Parade showcased LGBTQ+ artists, including Lisa Congdon, who illustrated our 2021 shirt. This event drew customers and fans in from around the world and encouraged them to take action in support of trans youth.

A COMPLETE LIST OF OUR PARTNERS



GOVERNANCE

Quality and integrity are of key importance at Madewell, from the merchandise we offer our customers to the corporate governance practices that guide our company's business.



ESG GOVERNANCE

We manage our efforts under Planet and People and hold ourselves accountable through our corporate governance structure. Responsibility and accountability of our efforts is managed across multiple teams.

Our Sustainability, Human Rights and HR teams work in partnership to set our Planet and People priorities and hold ourselves accountable to our goals. There are clear lines of accountability for each workstream.

- Madewell has a dedicated sustainability team who collaborates across the company and reports to the Global Head of Sustainability, who reports to our CEO. The team reports quarterly to a Steering Committee, comprised of the CEO, COO, CSO, CMO, and other cross-functional leaders. The committee reviews progress towards our goals and approves new initiatives and strategies as they arise.

- There is a dedicated team focused on social responsibility of our supplier community, with team members in the U.S. and Asia, who report directly and indirectly to J.Crew Group's General Counsel. This group is responsible for managing our approach to ethical sourcing and compliance and reports regularly to leadership including our Chief Sourcing Officer.
- Our People work is led by our Chief People Officer, who has teams dedicated to HR, DEIB and Corporate Giving and reports to our CEO.



DEIB COUNCIL

We believe that integrating DEIB into our approach to people management and leadership, and holding those with position and power accountable, will create a community and a culture that builds belonging, drives engagement and grows talent.

Clear governance is important to ensure the effectiveness of our DEIB strategies and programs. To hold ourselves accountable to our commitments, we created a cross-sectional DEIB Council in 2021 with a charter to provide oversight to our work and align our business goals

with our DEIB strategy. The Council integrates the Diversity, Equity, Inclusion and Belonging blueprint into a broader business strategy, centers the work, assesses effectiveness and champions progress.

The DEIB Council is led by our Chief People

Officer, who is Council Chair, and our CEO, Libby Wadle, who is the executive sponsor. Council Members include leaders from across our Marketing, Stores, Merchandising, Supply Chain, Operations, Technology and Talent departments.

BOARD INVOLVEMENT

We hold quarterly Board meetings, alongside routine business meetings and monthly Board calls. The Board is provided with regular updates, as well as presented new key initiatives, for feedback and approval across aspects of

ESG. Fifty percent of our board are women and 50 percent self-identify as members of underrepresented racial and ethnic groups.

DEIB COUNCIL GOVERNANCE & ENGAGEMENT

Clear Governance is important to ensuring the effectiveness of the DEIB strategies and Programs

DIVERSITY & INCLUSION COUNCIL

Chaired by an executive and comprised of senior leaders, the Council provides oversight, business alignment, and championship for all DEIB activities.

ASSOCIATE IMPACT GROUPS (AIGS)

Associate-led groups with an IMPACT focus, including BLAC, PRIDE, and Women+.

The primary forum for associate participation.



Business Guidance, Feedback on Strategy & Execution



Accountability on Impact and Results



Support & Resources



Feedback on Programs

DEIB CENTER OF EXCELLENCE

Originates the strategy and owns the execution of all DEIB programs. The DEIB COE is accountable to the Diversity and Inclusion Council for impact and results.

ENGAGING ASSOCIATES

Caring for the planet and making smart choices about our impact aren't just corporate level strategies. Our employees also care about our environmental impact as a company.

At our home office, the Sustainability Squad, an AIG, continued to engage associates passionate about sustainability in and out of the office. The Squad meets monthly to

discuss new sustainability initiatives and plan events to engage all associates. The Squad has plans to bring in sustainability speakers, as well as highlight our talented home office associates who can lead training in green initiatives like clothing mending and plant parenting.

STAKEHOLDER ENGAGEMENT AND ESG REPORTING

To truly integrate ESG into our business, we recognize the need to engage a wide range of stakeholders in our work. We activate company leaders through avenues like our Steering Committee, and we communicate with all associates through a quarterly Corporate Social Responsibility (CSR) Newsletter, sharing progress on our initiatives as well as upcoming ESG events. We regularly seek input from a wide range of employees when developing and implementing our ESG strategy, recognizing that all parts of the business have a role to play in advancing our critical goals.



We engage our suppliers through annual vendor summits, where we share updates on our ESG goals and strategy and solicit feedback on our work. When bringing on a new vendor, we share information on our ESG work and discuss ways to support one another in achieving our shared goals.

We actively seek customer feedback on our ESG efforts as well. In 2021, we surveyed over 650 Madewell customers to determine which ESG issues were most important to them, and we used those results to help inform our strategy. We engage with customers individually through our team email account (DoWell@madewell.com) and pay close attention to our customers' questions and make sure we are addressing their concerns. We are also active members of multi-stakeholder organizations such as Textile Exchange, the Fashion Pact and the Sustainable Apparel Coalition, and contribute to and learn

from the dialogues and expertise of these groups.

This is Madewell's third ESG report, which demonstrates our commitment to reporting transparently on our environmental and social impacts, and on our progress towards ESG goals. We intend to publish ESG reports annually to continue to share progress. This year we have initiated reporting referencing the SASB reporting framework and GRI standards and covering all prioritized material ESG topics following our first formal materiality assessment (see materiality section for more details).

ETHICAL BUSINESS PRACTICES

Our Code of Ethics and Business Conduct (“Code of Ethics”) provides the fundamental underpinning for our ethical and compliant conduct for associates. The Code of Ethics defines the way we do business worldwide and serves as a guide to help associates make responsible and prudent business decisions. Each of us at Madewell is responsible for ensuring that the highest standards of conduct are upheld and encouraged. While the Code of Ethics applies to our associates and our Board of Directors, we also expect our Suppliers to behave in a manner consistent with our Code of Ethics. You can view our Code of Ethics on our investor relations webpage.



CYBERSECURITY AND PRIVACY

J.Crew Group takes its responsibilities related to customer data seriously, and we have put into place a wide range of technical and organizational measures to

help protect customer data and to maintain appropriate confidentiality and use of data within our care. J.Crew Group’s Privacy Policy governs the use of that data and is updated as needed to ensure new privacy laws and regulations are properly addressed. The Company conducts regular training across the organization on security and privacy policies and standards. Our cybersecurity program is

assessed, at least annually, by independent third parties against various industry standards, including annual Payment Card Industry Data Security Standard certification. Internally, we test aspects of the cybersecurity program routinely, including conducting incident response tabletop exercises. We also conduct ongoing security monitoring and testing of applications and systems and vulnerability scanning.

ANTI-CORRUPTION

We prohibit all forms of bribery, kickbacks and improper payments in all of our business operations around the world. Offering, giving or promising bribes, improper payments or anything of value to government officials, civil servants or anyone else to influence them is prohibited and

illegal under the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act and other applicable local and international anti-corruption laws. Many of these laws are broad and carry significant legal penalties for individuals and companies found to be in violation.

REPORTING

We have an open door policy for reporting any violations of the ethical business practices we stand strongly behind. A twenty-four hour reporting phone line and website are available to any employee wishing to raise a concern anonymously, or for those who cannot reach or get help from their manager, or HR. We have a non-retaliation policy and we do not tolerate any retaliation against any associate reporting their concerns in good faith, or for those participating in investigations.

APPENDIX



SUPPLIER CODE OF CONDUCT

The cornerstone of the J.Crew Group, LLC (“J.Crew Group”) Social Responsibility Guidelines is the J.Crew Supplier Code of Conduct (“Code”). The Code outlines our expectations related to labor and human rights, environment, facility safety, and fair and honest operating standards. Our Code is based on the International Labor Organization (ILO) core labor standards and requires compliance with all laws in each of the countries in which your facilities operate. Our Code applies to every level of our supply chain, including all approved subcontractors, home-workers and sub-suppliers.

The Guidelines also define the processes and procedures that support our continuous improvement approach to compliance, and our commitment to improve working conditions in the facilities that produce or contribute to the production of J.Crew and Madewell merchandise.

All vendors will be required to sign a Social Responsibility Guidelines Acknowledgment annually, indicating a commitment to the standards set forth in the Guidelines and ensuring that all supply chain partners adhere to the standards.

HEALTH AND SAFETY

Maintain a clean, safe, and healthy workplace and residential settings (where provided) which comply with all applicable workplace health and safety laws.

HOURS OF WORK

Comply with all applicable laws and regulations. Except as necessitated by extraordinary business circumstances, workers shall not be required to work more than 60 hours per week (including overtime). All overtime work must be voluntary and compensated at a premium rate. Workers must be provided with at least one day off in every 7-day period.

FORCED LABOR

Forced, bonded, compulsory, or prison labor is absolutely forbidden. There shall be no restrictions on movement, no withholding of personal documents or deposits, and only voluntary overtime. Must engage in ethical recruitment practices and must take adequate steps to ensure that workers are not trafficked.

CHILD LABOR

J.Crew Group Suppliers must follow applicable law and employ workers that are (i) at least 15 years of age; or (ii) the age for completing compulsory education; or (iii) the minimum working age, whichever is higher. Workers under 18 shall be protected

from working overtime, performing hazardous work, and working night shifts.

TRANSPARENCY

Provide full access to J.Crew Group or its third-party representatives, as requested, for audits or investigations; provide complete and accurate records and information. When requested, provide full transparency to supply chain partners who provide source materials to produce J.Crew Group products.

ANTI-CORRUPTION

Prohibit all forms of corruption, including extortion, bribery, or other abuses of power to gain an advantage.

NONDISCRIMINATION

Must not discriminate in recruitment, hiring, compensation, training, benefits, advancement, termination, or retirement based on race, sexual orientation, ethnic origin, religion, gender identity or expression, marital status, disability, political opinion or other personal characteristics or belief.

LAWS AND REGULATIONS

Operate in full compliance with all applicable local, national, and international laws, standards, and regulations relevant to employment, workers, and the conduct of business.

NO HARASSMENT AND ABUSE

Treat all workers with respect and dignity. No worker shall be subject to corporal punishment or physical, sexual, psychological, or verbal harassment or abuse. Monetary fines must not be used as a disciplinary practice.

ENVIRONMENT

Adhere to applicable local, national, and international laws and regulations that protect and preserve the environment. Drive impact reductions in the use of water, chemicals, and carbon emissions.

CUSTOMS AND SECURITY

Comply with all applicable local, national, and international customs laws, including those which prohibit trans-shipments. Implement security measures and participate in audits consistent with the recommendations set

forth by the Customs-Trade Partnership Against Terrorism (C-TPAT).

FREEDOM OF ASSOCIATION

Recognize and respect the rights of workers to freely associate and bargain collectively. Where such rights are not provided by law, workers will be provided with the means for independent and open communication.

WORKER VOICE

Implement and clearly communicate a process that allows employees to raise workplace grievances confidentially and anonymously, without fear of reprisal or retaliation. Post the J.Crew Supplier Code of Conduct in each factory, mill, and production facility.

WAGE AND BENEFITS

Comply with all applicable wage and social security laws and regulations. Workers shall

be paid at least the minimum wage or a wage consistent with prevailing local industry standards, whichever is higher. Overtime work shall be compensated at the premium rate which is legally required. Compensation must be provided at least monthly and without illegal or inappropriate deductions or penalties.

SUBCONTRACTING

With prior written authorization from J.Crew Group parts of the manufacturing process may subcontracted to other facilities. However, as a condition of approval, subcontractors must agree to comply with the standards outlined in this Supplier Code of Conduct.

ANIMAL WELFARE POLICY

At Madewell, we believe in delivering the best possible



products to our customers while honoring our broader commitment to social responsibility. We continually work to ensure that we are sourcing the materials for these products responsibly, constantly keeping in mind the quality of our products and the values of both our customer and our company.

We aim to work with partners who are equally committed to ethical sourcing, including

responsible and humane animal welfare practices in the supply chain.

We aim to work with suppliers who adopt industry-best practices based on the internationally recognized [Five Freedoms](#). The Five Freedoms are also the guiding principle behind our Animal Welfare Policy. We require that all our suppliers adhere to the following baseline requirements for the materials allowed for use in our products. For those

who provide materials of animal origin, they must meet the standards for ethically-sourced materials.

FUR-FREE

Madewell prohibits the use of fur in our products. We define fur in accordance with the [Fur Free Retailer](#) definition as being: “Any animal skin or part thereof with hair or fur fibers attached thereto, either in its raw or processed state or the pelt of any animal killed for the animal’s

fur. 'Animal' includes, but is not limited to, mink, fox, rabbit, karakul lamb and raccoon dog. 'Fur' shall not include:

- Such skins as are, or are to be, converted into leather or which in processing have, or shall have, the hair, fleece or fur fibers completely removed
- Materials clipped, shorn or combed from animals, such as fleece, sheepskin or shearling
- Leather or hair attached to skin that is typically used as leather, e.g. cowhide with hair attached
- Synthetic materials intended to look like fur."

Any hair, fleece or shearling used must be a byproduct of the meat industry, as outlined in our leather

requirements below. We also ensure that faux fur is coming from nonanimal sources through our fiber content testing program.

DOWN

Madewell does not currently source any down for our products. If we chose to do so in the future, all down will have to be [Responsible Down Standard \(RDS\)](#) certified or meet an equivalent standard for animal welfare.

LEATHER

All leather must be a byproduct of the meat industry.

EXOTIC-SKINS-FREE

Madewell does not use real exotic animal skins, including but not limited to: snake, alligator, crocodile, lizard, fish or marine mammals.

ANGORA-FREE

Madewell will not produce goods that contain angora or rabbit hair unless and until we can identify a source that meets our animal welfare standards.

WOOL

Madewell supports the use of wool that is sourced from humanely raised and treated sheep. We are committed to sourcing wool certified to Textile Exchange's Responsible Wool Standard or equivalent standards, in our products where possible. We also will not produce goods that contain mohair until we can identify a source that meets our animal welfare standards.

CASHMERE

Madewell is committed to using cashmere that is sourced in a way which protects the welfare of the cashmere goats, protects natural resources and

improves the working conditions of farmers, farmworkers and herders. As of Fall 2021, we have committed to using responsibly certified cashmere in all of our products.

ENDANGERED SPECIES

Madewell prohibits the use of any protected, threatened or endangered species including, but not limited to, species appearing in:

- The Convention on International Trade in Endangered Species (CITES)
- The International Union for Conservation of Nature (IUCN) Red List as critically endangered, endangered, or vulnerable
- The Endangered Species Act (ESA)

APPROACH TO SOCIAL COMPLIANCE

At Madewell, we believe that fair and decent working conditions, the freedom of opinion and expression and an adequate standard of living are basic human rights. This is why we are committed to sourcing our products in an ethical, responsible and legal manner—and expect our suppliers to share our core values and to partner with us in our commitment to continuous improvement and in promoting better working conditions.

We do this by holding our suppliers and ourselves accountable, by identifying issues and their root causes and by building capacity for positive change. The cornerstones of our program are our Madewell Vendor Code of Conduct, our monitoring program and capacity building efforts, as well our multi-stakeholder collaborations.



MADEWELL VENDOR CODE OF CONDUCT

The Madewell Vendor Code of Conduct is based on the International Labour Organization (ILO) conventions and other internationally recognized labor rights. We expect these standards to be followed by all factories, subcontractors, suppliers and agents who are affiliated with the production of Madewell goods (“suppliers”). While Madewell recognizes that there are different legal and cultural environments in which our suppliers operate throughout the world, the

Madewell Vendor Code of Conduct (“Vendor Code”) forms the guiding principles for our Responsible Sourcing program. By choosing to do business with Madewell, Suppliers commit to following our policies including the Vendor Code. As such, adherence to the Vendor Code constitutes a contractual obligation between Madewell and its suppliers.

MONITORING FACTORY CONDITIONS

While it’s relatively simple to communicate our expectations to our suppliers, it is more complicated to verify compliance throughout all areas of our supply chain. In order to ensure objectivity, we carefully select independent external firms to conduct both semi-announced and fully unannounced inspections of our manufacturing

facilities. We also make sure that each facility will not be inspected by the same third party on a continuous basis in order to ensure integrity. All new suppliers are subject to inspection before any purchase orders are placed. Existing factories are inspected based on their compliance performance and overall external risk factors. A typical inspection consists of document review, private worker interviews and a walk-through of the facility to assess worker well-being and workplace health and safety. Where we may deem necessary, we also may employ additional measures such as more in-depth auditing, focused inspections, surveillance or off-site interviews, for example, depending upon the key concerns identified.

IMPROVING WORKING CONDITIONS AT FACTORIES

We believe that sustainable and positive change can only happen in partnership with our suppliers. To this end, we provide our suppliers with the tools they need to improve working conditions, including training and in-factory consultations. We also believe that the ability for workers to raise grievances and to collectively address issues and concerns to management are pivotal in improving working conditions. This is why we promote the establishment of worker committees at our factories through our participation in such programs as the Better Work and Fair Trade programs.

Our goal is to work to address issues of noncompliance in a cooperative manner in partnership with our suppliers. However, in cases where a

critical issue of noncompliance is identified or when a supplier may be unwilling to meet our requirements, despite our efforts and engagement, we will terminate our business relationship where we deem necessary.

ZERO-TOLERANCE APPROACH TOWARD FORCED LABOR

At Madewell, we recognize our responsibility to source our products in a legal, ethical and responsible manner consistent with the highest standards. Our Code of Conduct, which must be followed by all factories, subcontractors, suppliers and agents who are affiliated with the sourcing and/or production of Madewell goods, is based on International Labour Organization conventions, in addition to other internationally recognized labor rights standards.

Embedded in our Code of Conduct is our commitment to our zero-tolerance policy to ensure that no forced labor or trafficked persons are being used in any parts of our business or in our global supply chain. Business partners must not use forced labor, whether in the form of prison labor, indentured labor, bonded labor or otherwise. No employee may be compelled to work through force or intimidation of any form, or as a means of political coercion or as punishment for holding or expressing political views.

Specifically, based on region-wide Withhold Release Order on products made by forced or slave labor in Xinjiang region, issued by US Customs and Border Protection, we prohibit the manufacture

of any product or the use of any cotton from the Xinjiang Uyghur Autonomous Region (XUAR) in China, as well as other areas where forced labor is knowingly practiced, including Uzbekistan.

Additionally, we are committed to working with our suppliers, industry groups, governments and other stakeholders to develop strategies to address forced labor throughout the supply chain. We participate in the Retail Industry Leaders Association (RILA), the American Apparel & Footwear Association (AAFA) and with the Mekong Club to help advance human rights worldwide, which includes stopping the practice of forced labor. We also support the Joint Statement published by our industry partners in July 2020.

UZBEK COTTON

Madewell is aware of and takes very seriously the reports of government-sponsored forced child labor in the harvest of cotton in Uzbekistan. The use of forced child labor is inconsistent with the requirements set forth in the Madewell Code of Vendor Conduct. We are firmly opposed to the use of forced child labor in the harvest of Uzbek cotton and

are collaborating with a multi-stakeholder coalition to raise awareness of this very serious concern and press for its elimination. We commit to not knowingly sourcing Uzbek cotton for the manufacturing of any of our products until the government of Uzbekistan ends the practice of forced child labor in its cotton sector.



INDUSTRY COLLABORATION AND PARTNERSHIPS



Industry collaborations matter when it comes to improving overall working standards and standards of living. While we make sure to work with each of our factories, there are certain issues which can only be most effectively addressed in a collective manner. That is why we partner with several international organizations committed to improving global labor standards and conditions.

Madewell is a member of Fair Factories Clearinghouse (FFC), a nonprofit organization that allows participating brands to share reports and thereby increase transparency. For more information, please visit fairfactories.org.

Madewell is also a member of Business for Social Responsibility (BSR), an organization for companies committed to socially responsible business practices, and we are proud to partner with them on initiatives committed

to improving working conditions around the world. More information on BSR can be found at bsr.org.

Madewell is a partner with Better Work, a partnership between the International Labor Organization (ILO) and the International Finance Corporation to improve social dialogue and worker engagement in supplier factories. Better Work advisers engage with suppliers to improve working conditions by building out worker committees,

establishing solid grievance mechanisms and providing training to factory supervisors. We currently work with Better Work in our factories in Vietnam, Indonesia and Cambodia.

Madewell is a member of the Mekong Club, an organization whose mission is to eradicate all forms of modern-day slavery. For more information, please visit themekongclub.org.



SANDBLASTING

Sandblasting is a finishing process that is primarily used to achieve a worn look for denim. The method involves sand particles being applied to garments under high pressure.

The use of sandblasting without proper protective equipment endangers the health of factory workers. To ensure the well-being of the workers who manufacture Madewell products, we have banned the use of sandblasting for all Madewell's products.

CALIFORNIA TRANSPARENCY IN SUPPLY CHAINS ACT (SB 657) AND UK MODERN SLAVERY ACT DISCLOSURE STATEMENT 2017

The ILO Forced Labour Convention No. 29 defines “forced labor” as “work or service exacted from a person under threat of any penalty, which includes penal sanctions and the loss of rights and privileges, where the person has not offered himself/ herself voluntarily.”

According to ILO data, human trafficking is the second most prevalent form of illegal trade in the world, just after the illicit drug trade and equal to the sale of illegal firearms. Sometimes referred to as modern-day slavery, it is also the fastest growing illegal business in the world.

Madewell strictly prohibits the use of any form of forced labor or the trafficking of persons across all of our company operations and in our global supply chain. In accordance with our Code of Conduct standards, business partners must not use forced labor, whether in the form of prison labor, indentured labor, bonded labor or otherwise. No employee may be compelled to work through force or intimidation of any form, or as a means of political coercion or as punishment for holding or expressing political views.

For more details please see [our policies](#).

J.CREW CODE OF ETHICS

Our J.Crew Code of Ethics and Business Conduct—the

“Code of Ethics”—provides the fundamental underpinning for our ethics and compliance guidelines for J. Crew associates. The Code of Ethics defines the way we do business worldwide and serves as a guide to help associates make responsible and prudent business decisions. Each of us at J.Crew is responsible for ensuring that the highest standards of conduct are upheld and encouraged. The Code of Ethics applies to all J.Crew associates and our Board of Directors. While the Code of Ethics applies to our associates and our Board of Directors, we also expect our suppliers to behave in a manner consistent with and in furtherance of our Code of Ethics.



RESPONSIBLE MATERIALS, DEFINED

U.S. COTTON TRUST PROTOCOL

An organization whose mission is to bring quantifiable and verifiable goals and measurement to the key sustainability metrics of U.S. cotton production. Their vision is to set a new standard in sustainable cotton production where full transparency is a reality and continuous improvement to reduce the environmental footprint of cotton production is the central goal.

REGENAGRI®

A certification program focused on safeguarding the health of the land being harvested and promoting the wellbeing

of those who live on it. The program is outcome-focused and built for continuous improvement to support farms transitioning from conventional farming to regenerative farming techniques. regenagri's® criteria for certification aligns with key regenerative practices including soil health, biodiversity, GHG emissions and water quality.

THE GOOD CASHMERE STANDARD®

An independent standard for responsible cashmere that aims to improve the welfare of cashmere goats, the lives of farmers and farming communities and the environment in which they live.

BETTER COTTON

We are a proud member of Better Cotton, who's mission is to help cotton communities survive and thrive, while protecting and restoring the environment. Better Cotton is sourced via a chain of custody model called mass balance. This means that Better Cotton is not physically traceable to end products, however, Better Cotton Farmers benefit from the demand for Better Cotton in equivalent volumes to those we 'source.'

BCI (BETTER COTTON INITIATIVE)

A nonprofit dedicated to making global cotton production more

sustainable (psst, we've been a proud member since 2016). Through BCI and its Partners, farmers receive training on how to use water efficiently, care for the health of the soil and natural habitats, reduce use of the most harmful chemicals and apply decent work principles. Better Cotton is sourced via a system of Mass Balance. See bettercotton.org/learnmore for details.

BLUESIGN® SYSTEM

An independent industrial textile standard that tracks raw materials every step of the supply chain, eliminating harmful chemicals from the very beginning (FYI, it's the clothing industry's strictest environmental, health and safety system).

HEMP

Not only does this durable fiber produce more oxygen and absorb more CO₂ than trees, it also restores soil. Requiring 85 percent less water than cotton, it can

be grown without the use of pesticides (it's naturally resistant to insects and weeds).

LENZING™ ECOVERO™

Viscose fibers made from sustainable wood and pulp, which are manufactured using up to 50 percent less energy and water than generic viscose.

MADEWELL SECOND WAVE

Our earth-friendlier swim collection has a built-in feel-good factor—the fabric was made using recycled plastic bottles (and the look-good factor is no joke either).

ORGANIC COTTON

Cotton that is grown without chemical fertilizers and pesticides from untreated, non-genetically modified seeds (the end result: healthier workers, healthier soil).

PRIMALOFT® INSULATION

A water-resistant warm-as-down alternative made of 100 percent recycled content (aka, one parka = 11 plastic bottles).

RECYCLED POLYAMIDE

This fabric is recycled from pre-consumer nylon waste like fishing nets, fabric scraps or carpet.

REFIBRA™

A technology that creates brand-new TENCEL™ lyocell fibers from a combo of recycled cotton scraps and sustainably harvested wood pulp.

REPREVE®

Polyester made from recycled plastic bottles, yarns and fabric scraps.

TENCEL™ LYOCELL

A soft, smooth lyocell fiber made from renewable wood sources like natural forests and sustainably planted tree farms (bonus: the closed-loop production recycles the water used and reuses more than 99 percent of the solvent).

UPCYCLING

The practice of turning something great (like old jeans) into something just as good or even better (like new jeans).

COMMITMENT TO PROTECT FORESTS

At Madewell, we believe in delivering the best possible products to our customers while honoring our broader commitment to corporate social responsibility. We continually work to ensure that we are sourcing the materials for our products responsibly, constantly keeping in mind the quality of our products and the values of both our customer and our company. Madewell is committed to sustainable use of the world's forests and lands, in order to protect ecosystems, prevent biodiversity loss and combat climate change. For this reason, we are committed to sourcing all pulp-based products, such as man-made cellulosic fabrics, from sustainable sources.



CONSERVATION OF ANCIENT AND ENDANGERED FORESTS AND ECOSYSTEMS

Madewell will support approaches and systems to build a future that does not use ancient and endangered forests in manmade cellulosic fabrics (including rayon, viscose, lyocell, modal and other trademarked brands). We will influence our fabric supply chains in order to protect the world's remaining ancient and endangered forests¹ and endangered species'² habitats.

To do this, we will:

- Assess our existing use of man-made cellulosic fabrics and, by 2022, eliminate sourcing from endangered species' habitats and ancient and endangered forests such as the Canadian and Russian boreal forests, coastal temperate rainforests, tropical forests and peatlands of Indonesia, the Amazon and West Africa.
- Work to eliminate sourcing from companies that are logging forests illegally³ from tree plantations established after 1994 through the conversion or simplification of natural forests, from areas being logged in contravention of indigenous and local peoples' rights or from other controversial suppliers.
- Work with Canopy and our suppliers to support collaborative and visionary solutions that protect remaining ancient and endangered forests in the coastal temperate rainforests on Vancouver Island⁴ and the Great Bear Rainforest⁵, Canada's boreal forests⁶ and Indonesia's rainforests.⁷
- Engage our suppliers to change practices and/or re-evaluate our relationship with them if we find that any of our forest fibers are being sourced from ancient and endangered forests, endangered species' habitats or illegal logging.
- This commitment is aligned with, and builds on, the work of not-for-profit organization [Canopy](#), who collaborates with brands and retailers to ensure that their supply chains are free of ancient and endangered forests as part of the [CanopyStyle Initiative](#).



SHIFT TO MORE ENVIRONMENTALLY AND SOCIALLY BENEFICIAL FABRICS

Madewell will collaborate with Canopy, innovative companies and suppliers to encourage the development of fiber sources that reduce environmental and social impacts, with a focus on agricultural residues⁸ and recycled fibers. In 2021, Madewell put in place a preference for purchasing man-made cellulose with a minimum of 50 percent of these innovative fiber sources

and will develop a 2025 procurement target for these closed-loop solutions based on viscose fiber producer innovation.

RECOGNIZING, RESPECTING AND UPHOLDING HUMAN RIGHTS AND THE RIGHTS OF COMMUNITIES

Madewell will request that our suppliers respect the Universal Declaration of Human Rights and acknowledge indigenous and rural communities' legal, customary or user rights to their territories, land and resources.⁹

To do so, we request that our suppliers acknowledge the right of indigenous people and rural communities to give or withhold their Free, Prior and Informed Consent (FPIC) before new logging rights are allocated or plantations are developed. We request that our suppliers resolve complaints and conflicts and remediate human rights violations through a transparent,

accountable and agreeable dispute resolution process.

FOREST CERTIFICATION FOR FABRICS

Where the above conditions are met (including 1-4), Madewell will request that all fiber sourced from forests is from responsibly managed forests, certified to the Forest Stewardship Council (FSC) certification system, and where FSC certified plantations¹⁰ are part of the solution.

SUPPORT BEST PROCESSING PRACTICES

Madewell requires that our man-made cellulosic suppliers use best available environmental practices for processing, such as the closed-loop lyocell processing.

REDUCE GREENHOUSE GAS FOOTPRINT

Recognizing the importance of forests as carbon storehouses, as part of our ongoing leadership on climate, Madewell will support initiatives that advance

forest conservation to reduce the loss of high carbon value forests by encouraging suppliers to avoid harvesting in these areas and by giving preference to those that use effective strategies to actively reduce their greenhouse gas footprint.

PROMOTE INDUSTRY LEADERSHIP

Madewell looks to create a positive impact together with our suppliers, partners and customers. As implementation progresses,

Madewell will work with suppliers, non-governmental organizations, other stakeholders and brands that are part of the CanopyStyle initiative to support the protection of ancient and endangered forests and work toward solutions to reduce demand on our forests. We will also seek opportunities to educate and inform the public on these issues and solutions through our marketing and communications.



NOTES

1. Ancient and endangered forests are defined as intact forest landscape mosaics, naturally rare forest types, forest types that have been made rare due to human activity, and/or other forests that are ecologically critical for the protection of biological diversity. Ecological components of endangered forests are: intact forest landscapes; remnant forests and restoration cores; landscape connectivity; rare forest types; forests of high species richness; forests containing high concentrations of rare and endangered species; forests of high endemism; core habitat for focal species; forests exhibiting rare ecological and evolutionary phenomena. As a starting point to geographically locate ancient and endangered forests, maps of high conservation value forests (HCVF), as defined by the Forest Stewardship Council (FSC), and of intact forest landscapes (IFL), can be used and paired with maps of other key ecological values like the habitat range of key endangered species and forests containing high concentrations of terrestrial carbon and High Carbon Stocks (HCS). (The Wye River Coalition's Endangered Forests: High Conservation Value Forests Protection—Guidance for Corporate Commitments. This has been reviewed by conservation groups, corporations and scientists such as Dr. Jim Stritholt, President and Executive Director of the Conservation Biology Institute, and has been adopted by corporations for their forest sourcing policies). Key endangered forests globally are the Canadian and Russian boreal forests; coastal temperate rainforests of British Columbia, Alaska and Chile; tropical forests and the peatlands of Indonesia, the Amazon and West Africa.
2. A good source to identify endangered, threatened and imperiled species is NatureServe's conservation status rankings for imperiled species that are at high risk of extinction due to very restricted range, very few populations (often 20 or fewer), steep declines in populations or other factors.
3. Legal forest management is management that complies with all applicable international, national and local laws, including environmental, forestry and civil rights laws and treaties.
4. Coastal temperate rainforests are rare and have only ever covered 0.2 percent of the planet. On Vancouver Island, only 10 percent of the productive old-growth rare coastal temperate rainforests remain. These stands of 1,000-year-old trees continue to be harvested despite their immense value to local communities for tourism. Their accessibility and beauty are a remarkable global asset and Canopy is working to see these last stands protected.
5. Conservation solutions are now finalized in the Great Bear Rainforest. On February 1st, 2016, the government of British Columbia, First Nations, environmental organizations and the forest industry announced 38 percent protection in the Great Bear Rainforest and an ecosystem-based management approach that will see 85 percent of this region off-limits to logging. Provided these agreements hold, sustainable sourcing has been accomplished in this ancient and endangered forest. We encourage ongoing verification of this through renewal of Forest Stewardship Council certification.
6. Protection of boreal forests where the largest remaining tracts of forests are located worldwide is critical and dissolving pulp is becoming an increasing threat. Canada's boreal forest contains the largest source of unfrozen fresh water worldwide and is part of the world's largest terrestrial carbon sink—equivalent to 26 years worth of global fossil fuel use. Canopy is committed to working collaboratively on the establishment of new protected areas, the protection of endangered species and the implementation of sustainable harvesting in Canada's boreal forest.
7. Indonesia experiences the second highest rate of deforestation among tropical countries, with the island of Sumatra standing out due to the intensive forest clearing that has resulted in the conversion of 70 percent of the island's forested area (FAO Forest Assessment 2010; Margxono, B.A. et al. 2012). Canopy and our NGO partners are focused on forwarding lasting protection of the Leuser Ecosystem. Asia Pulp & Paper (APP) and Asia Pacific Resources International Ltd. (APRIL) have been identified as the primary cause and have been criticized by local and international groups for being implicated in deforesting important carbon rich peatlands, destroying the habitat for critically endangered species and traditional lands of indigenous communities, corruption, and human rights abuses (*Eyes on the Forest*. 2011. <http://www.eyesontheforest.or.id>). APP and APRIL have both put in place forest policies; tracking implementation closely will be key to understanding if either company offers lasting solutions for Indonesia's rainforests. Cellulosic fiber producer Sateri is part of the Royal Golden Eagle Group along with APRIL.
8. Agricultural residues are residues left over from food production or other processes. Using them maximizes the lifecycle of the fiber. Fibers used for paper products include cereal straws like wheat straw, rice straw, seed flax straw, corn stalks, sorghum stalks, sugar cane bagasse and rye seed grass straw. Where the LCA (life cycle analysis) shows environmental benefits and conversion of forest land to on-purpose crops is not an issue, kenaf can also be included here. Depending on how they are harvested, fibers for fabrics may include flax, soy, bagasse and hemp. (Agricultural residues are not from on-purpose crops that replace forest stands or food crops).
9. un.org/en/universal-declaration-human-rights/
10. Plantations areas that have been “established by planting or sowing using either alien or native species, often with few species, regular spacing and even ages, and which lack most of the principal characteristics and key elements of natural forests.” Plantations prior to 1994 are often FSC certified. Source FSC: <https://fsc.org/en/forest-plantations>

SASB DISCLOSURE INDEX

Apparel, Accessories & Footwear Standard

SASB CODE	ACCOUNTING METRIC	DISCLOSURE
Management of Chemicals in Products		
CG-AA-250a.1	Discussion of processes to maintain compliance with restricted substances regulations	<p>Unless otherwise specified, references herein to “J.Crew” “we” or “our” shall be references to J.Crew Group, LLC.</p> <p>Guided by the AFIRM Restricted Substances List (RSL) we communicate our chemical safety requirements to our suppliers to ensure we reduce the harmful substances in our products. We use third-party testing of products and the components of products to monitor compliance with global regulations and the restrictions we set.</p>
Labor Conditions in the Supply Chain		
CG-AA-430b.1	Percentage of (1) Tier I supplier facilities and (2) supplier facilities beyond Tier I that have been audited to a labor code of conduct, (3) percentage of total audits conducted by a third-party auditor	<p>In 2021, we only audited our Tier I suppliers to the J.Crew Supplier Code of Conduct. We make every attempt to reduce audit duplicity by accepting industry program audits, other brand audits, and by conducting collaborative audits.</p> <p>In 2021, 100% of the audits were conducted by independent third party audit firms on behalf of J.Crew, by other brands which have a Code of Conduct consistent with J.Crew standards, or by industry certification programs including Better Work and Fair Trade.</p>
CG-AA-430b.2	Priority non-conformance rate and associated corrective action rate for suppliers’ labor code of conduct audits	<p>Due of the detailed nature of our audits and J.Crew’s expectations, almost all audits cite at least a few non-compliances. As such, all suppliers are required to submit a detailed corrective action for each non-compliance cited, and we expect the facility to increase their level of compliance with our Code on each subsequent audit.</p> <p>Non-compliance may result in termination of the factory. Otherwise, the vendor is sent a warning letter and, in some instances, may pay a penalty for non-compliances, a follow-up audit will take place within 3-6 months to ensure the non-compliance has been addressed.</p>

SASB CODE	ACCOUNTING METRIC	DISCLOSURE
CG-AA-430b.3	Description of the greatest (1) labor and (2) environmental, health, and safety risks in the supply chain	<p>Five countries contain 70% of our factories: this includes China, Vietnam, India, Cambodia, and Indonesia. We consider forced labor, child labor, unauthorized subcontracting, bribery, and harassment or abuse as severe non-compliances. In the event there ever were to be a case of child labor, forced labor, or bribery by the factory, any verified findings would lead to immediate termination of our relationship with the factory. Vendors with unauthorized subcontracting receive a warning letter and are terminated on the second occurrence. In situations of harassment or abuse, we will continue working with the factory as long as the offending person is terminated, the victim's complaints are resolved, and training is provided to all management. Absent these remediations, we would terminate the relationship with the factory.</p> <p>J.Crew uses several strategies to ensure that factories increase their level of compliance with our code. We maintain very close tracking on the submissions of corrective actions after an audit has been completed. Each non-compliance must contain a detailed action plan with a completion date. There is follow-up with the factory until the corrective action plan is completed to our satisfaction. For more difficult issues, we sometimes recommend that a factory work with an industry consultant to better understand root causes and develop capacity building strategies. We also provide a financial incentive for factories to reach a high level of compliance with the J.Crew code. After the initial pre-qualification audit, any subsequent audit which results in a rating of good or very good will be paid for by J.Crew.</p>

Raw Materials Sourcing

CG-AA-440a.2	(1) Amount of priority raw materials purchased, by material, and (2) amount of each priority raw material that is certified to a third-party environmental and/or social standard, by standard	Link to GRI 301-I, materials used by weight or volume.															
CG-AA-000.A	Number of (1) Tier I suppliers and (2) suppliers beyond Tier I	<table border="1"> <thead> <tr> <th></th> <th>Madewell</th> <th>J.Crew</th> </tr> </thead> <tbody> <tr> <td>Tier I FEM</td> <td>98</td> <td>125</td> </tr> <tr> <td>Tier I FEM Verification</td> <td>63</td> <td>81</td> </tr> <tr> <td>Tier 2 (Mill) FEM</td> <td>26</td> <td>35</td> </tr> <tr> <td>Tier 2 (Mill) FEM Verification</td> <td>20</td> <td>28</td> </tr> </tbody> </table>		Madewell	J.Crew	Tier I FEM	98	125	Tier I FEM Verification	63	81	Tier 2 (Mill) FEM	26	35	Tier 2 (Mill) FEM Verification	20	28
	Madewell	J.Crew															
Tier I FEM	98	125															
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Tier 2 (Mill) FEM Verification	20	28															

J.CREW GROUP

GRI CONTENT INDEX

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION
GRI 2: General Disclosures 2021			
2-1	Organizational details	<p>Chinos Global Holdings LLC (“Chinos”), a Delaware Limited Liability Company, is the ultimate parent company of J.Crew Group, LLC (“J.Crew” or “Company”), which in turn holds the consolidated operations for the business, including Madewell, Inc. (“Madewell”). Unless otherwise specified, references herein to “we” or “our” shall be references to J. Crew Group, LLC.</p> <p>Headquarters for Chinos, J.Crew and Madewell is located at 225 Liberty Street, New York, NY 10281.</p> <p>J.Crew has its key foreign subsidiaries and/or representative offices in Hong Kong, China, India, Indonesia and Vietnam.</p>	<p>About this Report</p> <p>Content Index</p>
2-2	Entities included in the organization's sustainability reporting	<p>Chinos Global Holdings LLC and its subsidiaries report at a consolidated level. Prior to May 2020, J.Crew (formerly known as J.Crew Group, Inc.) was a voluntary filer with the SEC.</p> <p>J.Crew has multiple subsidiaries. This includes multiple entities for its three brands (J.Crew, Madewell, and J.Crew Factory).</p> <p>The Company has two main operating segments, J.Crew (inclusive of the J.Crew and J.Crew Factory brands) and Madewell, which are aggregated into one reportable segment. The Company's identifiable assets are located primarily in the United States. Export sales are not material.</p>	Content Index
2-3	Reporting period, frequency and contact point	<p>This report covers the reporting period of our 2021 fiscal calendar year which is from January 31, 2021 to January 29, 2022. However, specific sets of data, including GHG emissions, may be represented on a calendar year basis. Our sustainability reports are published on an annual basis.</p> <p><u>Madewell:</u> Our prior Madewell report was published on December 14, 2021.</p>	<p>About this Report</p> <p>Content Index</p>
2-4	Restatements of information	<p>This report does not contain any restatements of information from previous reporting periods.</p> <p><u>Madewell:</u> The title of our last Madewell ESG reports has retroactively been changed from 2021 Do Well Report to 2nd Edition, 2020 Do Well Report.</p>	Content Index
2-5	External assurance	External Assurance was not sought for this reporting period.	Content Index

STATEMENT OF USE

J.Crew Group has reported the information cited in this GRI content index for the period of January 31, 2021 to January 29, 2022, with reference to the GRI Standards.

GRI 1 USED

Foundation 2021

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION
2-6	Activities, value chain and other business relationships	<p>The Company and its wholly owned subsidiaries (the “Company”) operate the J.Crew®, J.Crew Factory and Madewell® brands which are internationally recognized apparel and accessories retailers that differentiate themselves through high standards of quality, style, design and fabrics.</p> <p>Our Company designs, contracts for the manufacture of, markets and sells women’s, men’s and children’s apparel and accessories under the J.Crew and Madewell brand names. Our Company’s products are marketed primarily in the United States through its retail and factory stores, its websites and select wholesale customers. We are a vertically integrated, omni-channel specialty retailer that operates stores and websites both domestically and internationally.</p> <p>Our Company sources its merchandise in two ways: (i) by purchasing merchandise directly from manufacturers and (ii) through the use of buying agents. We have no long-term merchandise supply contracts, and we typically transact business on an order-by-order basis. In fiscal 2021, we worked with 6 buying agents, who supported our relationships with vendors that supplied approximately 30% of our merchandise, with one of these buying agents supporting our relationships with vendors that supplied approximately 39% of our merchandise. In exchange for a commission, our buying agents identify suitable vendors and coordinate our purchasing requirements with the vendors by placing orders for merchandise on our behalf, managing the timely delivery of goods to us, obtaining samples of merchandise produced in the factories, inspecting finished merchandise and carrying out other administrative communications on our behalf. We have invested substantially in our direct sourcing capabilities and relationships with our vendors in an effort to decrease our reliance on buying agents. We sourced 70% of our merchandise directly from manufacturers within the United States and overseas, the majority of with whom we have long-term and, in our opinion, stable relationships.</p> <p>Our sourcing base currently consists of 145 vendors who operate 225 factories in 25 countries (as of December 31, 2021).</p> <p>Our top 10 vendors supply 23% of our merchandise. Each of our top 10 vendors uses multiple factories to produce its merchandise, which we believe gives us a high degree of flexibility in placing production of our merchandise.</p>	Content Index

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION								
2-6	Activities, value chain and other business relationships	<p><u>Distribution</u></p> <p>Our Company owns a 282,000 square foot facility in Asheville, North Carolina that houses our distribution operations for our stores and wholesale business. This facility employed approximately 370 full and part-time associates as of January 29, 2022. Merchandise is transported from this distribution center to our stores and wholesale customers by independent trucking companies, with a transit time of approximately two to five days, or directly to our stores from our suppliers.</p> <p>We also own a 425,000 square foot facility in Lynchburg, Virginia that houses a customer call center and order fulfillment operations for our e-commerce business. The Lynchburg facility employed approximately 1,360 full and part-time associates as of January 29, 2022. This facility employs approximately 290 additional associates during our peak season. Merchandise sold through our e-commerce business is sent directly to domestic customers from this distribution center or our stores via the United States Postal Service, or UPS. We utilize a single third party to accept and fulfill online orders from customers in approximately 100 countries outside of the United States.</p> <p>The Company generates revenue from three sources: (i) customers who shop in its brick-and-mortar stores, (ii) customers who shop on its websites and (iii) wholesale customers who buy and resell its merchandise.</p>	Content Index								
2-7	Employees	<table border="1"> <tr> <td>Female</td> <td>7,345</td> </tr> <tr> <td>Male</td> <td>2,191</td> </tr> <tr> <td>Undisclosed</td> <td>47</td> </tr> <tr> <td>Total</td> <td>9,583</td> </tr> </table>	Female	7,345	Male	2,191	Undisclosed	47	Total	9,583	<p>People - Associates</p> <p>Content Index</p>
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Total	9,583										
2-8	Workers who are not employees	All workers performing work for the organization are employees and the organization does not have any workers who are not employees.									
2-9	Governance structure and composition	<p>The Board of Directors of Chinos (the Board) is comprised of 6 members. Chinos was established in September 2020, and 4 of the 6 current directors (were appointed in September 2020. A fifth was appointed and sixth was appointed in December 2020 and a sixth in January 2021.</p> <p>The Board delegates certain authority to members of Senior Management/Executive Team. Chinos also has an Audit Committee and a Compensation Committee. Directors have extensive experience in Marketing, Finance, Consumer Products, Hospitality, and Human Resources, among other fields.</p> <p>Members of the Board hold Directorships on other privately held and publicly traded companies. Additionally, they hold Executive positions across different industries including IT, Finance, and Consumer Products.</p> <p>The Global Head of Sustainability for J.Crew Group is a direct report of the CEO.</p>	<p>Governance - Our Governance Structure, Board Involvement</p> <p>Content Index</p>								

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2-10	Nomination and selection of the highest governance body	<p>Board members are nominated by the equity owners of Chinos as set out by the terms of the company's LLC agreement.</p> <p>As a privately held company and because our equity securities are not traded on any national securities exchange, the Board has not formally reviewed whether the four directors who are not employees of the Company or employees of an interest holder qualify as independent under the independence standards of the New York Stock Exchange or other stock exchange in the U.S. One director is an employee of the majority interest holder and therefore would not be considered independent under these standards. In addition, the CEO who sits on the Board is an employee of the Company and would not be considered independent.</p>	Content Index
2-12	Role of the highest governance body in overseeing the management of impacts	Members of the Senior Management Team of the Company provide routine updates on new sustainability-related initiatives to the Board at routine business meetings, monthly board calls and/or quarterly board meetings.	Governance – Board Involvement Content Index
2-15	Conflicts of interest	<p>The Board adopted a Related Person Transaction Policy (“Policy”) which addresses the reporting and the review and approval or ratification of transactions with related persons which include (i) members of and nominees to the Board, (ii) Chinos’ officers, (iii) holders of interests equivalent to five percent or more of the Company’s voting securities and their respective affiliates, and (iv) immediate family members of the foregoing.</p> <p>Under the Related Person Transactions Policy, the Audit Committee shall review all Related Person Transactions reported to the Audit Committee and may, in its discretion, based upon a determination of whether such transactions are in the best interests of the Company or such other determinations as the Committee deems appropriate:</p> <ul style="list-style-type: none"> • approve or ratify such transactions, as applicable • request that the transaction be modified as a condition to the Board’s approval or ratification, or • reject the transaction. <p>In addition to the Policy, the provisions of the Company’s Code of Ethics & Business Conduct may apply to potential conflict of interest situations and such provisions are also considered in connection with the review and approval or ratification of Related Person Transactions.</p>	Content Index
2-16	Communication of critical concerns	J.Crew and Madewell employees have access to a whistle-blower hotline (24/7) to address any concerns. All claims are investigated by members of the Legal Team and Human Resources. To the extent the Board needs to be made aware of a critical issue, Senior Management and the Company’s General Counsel communicate with the Board directly. Additionally, the Audit Committee meets quarterly, and the Board has monthly update calls and quarterly meetings on this topic.	Governance – Anti-corruption Content Index

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2-19	Remuneration policies	<p>We believe that a substantial portion of executive compensation should be performance-based. We also believe it is essential for executives to have a meaningful equity stake linked to the long-term performance of the Company; therefore, we have created compensation packages that aim to foster this culture. As such, other than base salary, compensation of our executives is largely comprised of variable or “at-risk” incentive pay linked to the Company’s financial performance and individual contributions. Other factors we consider in evaluating executive compensation include internal pay equity, external market and competitive information, assessment of individual performance, level of responsibility, and the overall expense of the program. In addition, we also strive to offer benefits competitive with those of our peer group and appropriate prerequisites.</p> <p><u>Base Salary</u></p> <p>Base salary represents the fixed component of our executive officers’ compensation. The Committee sets base salary levels based upon experience and skills, position, level of responsibility, the ability to replace the individual and market practices. The Committee reviews base salaries of the executive officers annually and approves all salary increases for the executive officers. Increases are based on several factors, including the Committee’s assessment of individual performance and contribution, promotions, level of responsibility, scope of position, competitive market data, and general economic, retail and business industry conditions, as well as, with respect to our executive officers other than the CEO, input from the CEO and the Chief People Officer.</p> <p><u>Annual Cash Incentives</u></p> <p>Executives typically have the opportunity to earn cash incentives for meeting annual performance goals. Historically, before the end of the first quarter of the relevant fiscal year, the Committee establishes financial and performance targets and opportunities for that year.</p> <p><u>Equity Incentives</u></p> <p>Certain eligible executives and Board directors participate in the Company’s equity incentive plan in order to have meaningful participation in the Company’s long-term performance and success.</p>	Content Index
2-20	Process to determine remuneration	<p>Our Board-level Compensation Committee (Three Members) oversees our executive compensation program. The Committee meets regularly, both with and without management. The Committee’s responsibilities include, but are not limited to: assisting the Board in overseeing the Company’s employee compensation policies and practices, including recommending to the Board the compensation of the Company’s CEO and other members of the Company’s senior management, and reviewing, approving and recommending to the Board for adoption incentive compensation and equity compensation policies and programs.</p> <p>We also hire outside compensation consultants to make recommendations and provide guidance to the Committee as and when needed.</p>	Content Index

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2-22	Statement on sustainable development strategy	—	CEO Letter Our Approach to ESG
2-23	Policy commitments	—	Governance – Ethical business practices
2-27	Compliance with laws and regulations	Zero instances of non-compliance that would qualify as significant occurred during the reporting period. We are subject to various legal proceedings and claims arising in the ordinary course of business. We do not expect that the results of any of these legal proceedings, either individually or in the aggregate, would have a material effect on our financial position, results of operations, or cash flows.	Content Index
2-28	Membership associations	The Fashion Pact, Canopy, Sustainable Apparel Coalition, Textile Exchange, U.S. Cotton Trust Protocol, Fair Factories Clearinghouse, BSR, American Apparel & Footwear Association, Fair Trade USA, Better Work, Sustainable Fibre Alliance, Aid by Trade/Good Cashmere Standard, RILA, NRF and AFIRM Group.	Content Index
2-29	Approach to stakeholder engagement		Stakeholder Engagement Content Index
2-30	Collective bargaining agreements	None of the Company's employees are covered by collective bargaining agreements.	Appendix – Supplier Code of Conduct Content Index
GRI 3: Material Topics 2021			
3-1	Process to determine material topics	—	Our Approach to ESG – ESG Materiality
3-2	List of material topics	—	Our Approach to ESG – ESG Materiality

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GRI 301: Materials 2016																																																																							
3-3	Topic management disclosures	—	Planet - Materials																																																																				
301-I	Materials used by weight or volume	<p>Data provided below is for J.Crew Group.</p> <table border="1"> <thead> <tr> <th>MATERIAL</th> <th>TONNES (of Raw Materials)</th> </tr> </thead> <tbody> <tr> <td>Cotton</td> <td>16,678</td> </tr> <tr> <td>BCI Cotton</td> <td>9,507</td> </tr> <tr> <td>Conventional Cotton</td> <td>6,368</td> </tr> <tr> <td>Organic Cotton</td> <td>711</td> </tr> <tr> <td>Recycled Cotton</td> <td>91</td> </tr> <tr> <td>Polyester</td> <td>1,844</td> </tr> <tr> <td>Conventional Polyester</td> <td>1,520</td> </tr> <tr> <td>Recycled Polyester</td> <td>324</td> </tr> <tr> <td>Cellulosics</td> <td>796</td> </tr> <tr> <td>Lenzing EcoVero™</td> <td>83</td> </tr> <tr> <td>Lenzing Refibra™</td> <td>1</td> </tr> <tr> <td>Lenzing Tencel™</td> <td>245</td> </tr> <tr> <td>Lyocell</td> <td>66</td> </tr> <tr> <td>Viscose</td> <td>398</td> </tr> <tr> <td>Sustainable Cupro</td> <td>2</td> </tr> <tr> <td>Leather</td> <td>1,947</td> </tr> <tr> <td>Leather & Suede</td> <td>1,002</td> </tr> <tr> <td>Recycled Leather</td> <td>5</td> </tr> <tr> <td>LWG Leather</td> <td>940</td> </tr> <tr> <td>Nylon</td> <td>902</td> </tr> <tr> <td>Conventional Nylon</td> <td>742</td> </tr> <tr> <td>Recycled Nylon</td> <td>160</td> </tr> <tr> <td>Wool & Cashmere</td> <td>1,021</td> </tr> <tr> <td>Better Wool</td> <td>-</td> </tr> <tr> <td>Cashmere</td> <td>21</td> </tr> <tr> <td>Conventional wool</td> <td>422</td> </tr> <tr> <td>Good Cashmere</td> <td>180</td> </tr> <tr> <td>Recycled Cashmere</td> <td>.06</td> </tr> <tr> <td>Recycled Wool</td> <td>6</td> </tr> <tr> <td>Responsible Wool</td> <td>156</td> </tr> <tr> <td>Wool - Alpaca</td> <td>44</td> </tr> <tr> <td>Wool - Merino</td> <td>191</td> </tr> <tr> <td>Wool - Mohair</td> <td>0</td> </tr> </tbody> </table>	MATERIAL	TONNES (of Raw Materials)	Cotton	16,678	BCI Cotton	9,507	Conventional Cotton	6,368	Organic Cotton	711	Recycled Cotton	91	Polyester	1,844	Conventional Polyester	1,520	Recycled Polyester	324	Cellulosics	796	Lenzing EcoVero™	83	Lenzing Refibra™	1	Lenzing Tencel™	245	Lyocell	66	Viscose	398	Sustainable Cupro	2	Leather	1,947	Leather & Suede	1,002	Recycled Leather	5	LWG Leather	940	Nylon	902	Conventional Nylon	742	Recycled Nylon	160	Wool & Cashmere	1,021	Better Wool	-	Cashmere	21	Conventional wool	422	Good Cashmere	180	Recycled Cashmere	.06	Recycled Wool	6	Responsible Wool	156	Wool - Alpaca	44	Wool - Merino	191	Wool - Mohair	0	Content Index
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30I-2	Recycled input materials used		Planet - Materials, Circularity
30I-3	Reclaimed products and their packaging materials	Our shopping bags are made from 100% recycled paper and contain at least 40% post-consumer recycled content.	Content Index
GRI 302: Energy 2016			
3-3	Topic management disclosures	We historically track our Company's energy usage from our retail locations, corporate office and distribution centers through a third-party platform. We have also joined the Fashion PACT which requires a renewable energy commitment of 100% by 2030.	Content Index
GRI 303: Water and Effluents 2018			
3-3	Topic management disclosures	—	Planet - Sustainability in Our Supply Chain - Sustainable Operations - Water Stewardship

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION
GRI 305: Emissions 2016			
3-3	Topic management disclosures	—	Planet – Sustainable Operations – Climate and Energy
305-1	Direct /Scope 1 GHG emissions	Our 2021, Scope 1 emissions for J.Crew Group were 1,967 MTCO2e.	Planet – Sustainable Operations – Climate and Energy
305-2	Energy indirect /Scope 2 GHG emissions	Our 2021, Scope 2 emissions for J.Crew Group were 16,608 MTCO2e (location-based) and 18,659 MTCO2e (market-based)	Content Index
305-3	Other indirect / Scope 3 GHG emissions	Our Scope 3 screening footprint indicated that J.Crew Group’s total Scope 3 emissions were 633,077 MTCO2e. Our total upstream emissions accounted for 337,343 MTCO2e, while 295,734 MTCO2e were attributed to our downstream emissions. This measurement is not inclusive of fuel and energy related activities, upstream leased assets, processing of sold products, downstream leased assets, franchise, and investments, as they were deemed non-material to our Scope 3 activities.	
305-4	GHG emissions intensity	Our 2021, GHG emission intensity MTCO2e/Square Foot was .0052.	
305-5	Reduction of GHG emissions	—	

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION
GRI 306: Waste 2020			
3-3	Topic management disclosures	<p>Towards the end of 2021 we enlisted Recycle Track Systems (RTS), a company helping businesses manage their waste more responsibly. RTS sorted 1,532 lbs. of waste outputs at a selection of key stores as well as both of our distribution centers and provided recommendations to help us reduce our overall waste, increase waste diversion, and ensure we are complying with waste removal regulations. The audits found that 63% of our waste is already being diverted through responsible recycling streams and laid out recommendations for us to achieve an 88% waste diversion rate.</p> <p>We selected 30 of our key retail store locations across the U.S., as well as both of our distribution centers, to participate in an audit that would help determine opportunities for waste reduction and increased waste diversion. The audits took place from September-December 2021.</p> <p>The average diversion rate of our audited waste was 63% before implementing any additional waste savings programs.</p>	<p>Planet – Sustainable Operations – Waste</p> <p>Content Index</p>
GRI 306-2	Management of significant waste-related impacts	<p>When we were assessing our waste during the reporting period, we discovered that the LDPE (low density polyethylene) film produced by our automated packing lines was being sent to the landfill. We knew we wanted to change that. After researching options, we found a local recycler to partner with in 2021. We are now diverting an average of 4.2 tons per month or about 50 tons per year of LDPE film and keeping it out of landfills.</p>	<p>Planet – Materials, Circularity</p> <p>Content Index</p>

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GRI 306-3	Waste generated	<p>This is a one-day snapshot of waste data collected from 30 stores and distribution centers in 2021.</p> <table border="1" data-bbox="655 261 1784 1019"> <thead> <tr> <th data-bbox="655 261 1542 305">MATERIAL</th> <th data-bbox="1542 261 1784 305">WEIGHT (in lbs.)</th> </tr> </thead> <tbody> <tr><td data-bbox="655 305 1542 342">Trash</td><td data-bbox="1542 305 1784 342">285.44</td></tr> <tr><td data-bbox="655 342 1542 380">Liquids</td><td data-bbox="1542 342 1784 380">50.41</td></tr> <tr><td data-bbox="655 380 1542 417">Mixed Paper</td><td data-bbox="1542 380 1784 417">123.36</td></tr> <tr><td data-bbox="655 417 1542 454">Mixed Paper—Soiled</td><td data-bbox="1542 417 1784 454">1.56</td></tr> <tr><td data-bbox="655 454 1542 492">Glass</td><td data-bbox="1542 454 1784 492">2.34</td></tr> <tr><td data-bbox="655 492 1542 529">Glass—Soiled</td><td data-bbox="1542 492 1784 529">285.44</td></tr> <tr><td data-bbox="655 529 1542 566">Metal</td><td data-bbox="1542 529 1784 566">50.41</td></tr> <tr><td data-bbox="655 566 1542 604">Metal—soiled</td><td data-bbox="1542 566 1784 604">123.36</td></tr> <tr><td data-bbox="655 604 1542 641">Plastics</td><td data-bbox="1542 604 1784 641">1.56</td></tr> <tr><td data-bbox="655 641 1542 678">Plastics—soiled</td><td data-bbox="1542 641 1784 678">2.34</td></tr> <tr><td data-bbox="655 678 1542 716">Organics</td><td data-bbox="1542 678 1784 716">0.46</td></tr> <tr><td data-bbox="655 716 1542 753">Cardboard</td><td data-bbox="1542 716 1784 753">50.41</td></tr> <tr><td data-bbox="655 753 1542 790">Cardboard—soiled</td><td data-bbox="1542 753 1784 790">123.36</td></tr> <tr><td data-bbox="655 790 1542 828">E/U Waste</td><td data-bbox="1542 790 1784 828">1.56</td></tr> <tr><td data-bbox="655 828 1542 865">Other 1</td><td data-bbox="1542 828 1784 865">2.34</td></tr> <tr><td data-bbox="655 865 1542 902">Other 2</td><td data-bbox="1542 865 1784 902">0.46</td></tr> <tr><td data-bbox="655 902 1542 940">Other 3</td><td data-bbox="1542 902 1784 940">9.081</td></tr> <tr><td data-bbox="655 940 1542 977">Pre-sort total weight</td><td data-bbox="1542 940 1784 977">1,788.45</td></tr> </tbody> </table>	MATERIAL	WEIGHT (in lbs.)	Trash	285.44	Liquids	50.41	Mixed Paper	123.36	Mixed Paper—Soiled	1.56	Glass	2.34	Glass—Soiled	285.44	Metal	50.41	Metal—soiled	123.36	Plastics	1.56	Plastics—soiled	2.34	Organics	0.46	Cardboard	50.41	Cardboard—soiled	123.36	E/U Waste	1.56	Other 1	2.34	Other 2	0.46	Other 3	9.081	Pre-sort total weight	1,788.45	Content Index
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GRI 306-4	Waste diverted from disposal	<ul style="list-style-type: none"> Diverting an average of 4.2 tons per month or about 50 tons per year of LDPE film and keeping it out of landfills. Recycling leftover autobagger film that was previously sent to landfill, diverting approximately 160,660 lbs. of waste annually. Recycling cardboard cores from autobagger film rolls, diverting approximately 10,103 lbs. of waste from landfill annually. <p>In 2021, our distribution centers diverted a total of 1,900 tons of waste from landfills or 86.3% of total waste generated in 2021.</p>	<p>Planet - Sustainable Operations - Waste</p> <p>Content Index</p>																																						

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION
GRI 308: Supplier Environmental Assessment 2016			
3-3	Topic management disclosures	<p>J.Crew Suppliers must adhere to applicable local, national and international laws and regulations regarding the protection and preservation of the environment.</p> <p>Since 2019, to better understand the environmental impacts of our supply chain, we have utilized the Sustainable Apparel Coalition's Higg Facility Environmental Module (FEM)—a sustainability assessment tool that standardizes how facilities measure and evaluate their environmental performance. We assess the Higg FEM data at the J.Crew Group level, which covers factories that work with both J.Crew and Madewell brands.</p> <p>In 2021, we expanded the rollout of the Higg FEM to ~200+ suppliers. We launched our Transparency One platform, a tool that allows us to connect with and map our supply chain to ~40 tier 1, and ~200 tier 2 suppliers, and requested 186 strategic suppliers complete WWF's Water Risk Operational Questionnaire.</p>	<p>Planet – Sustainability in Our Supply Chain</p> <p>Appendix – Commitment to Protect Forests</p> <p>Content Index</p>
308-1	New suppliers that were screened using environmental criteria	<p>In 2019, 99% of our strategic factories, mills, and trim suppliers completed the Higg FEM module. In 2021, our facilities resumed participation in the module following a pause during the COVID-19 pandemic, with 90% of our Tier I factories completing the module.</p>	<p>Content Index</p>
Social			
GRI 401: Employment 2016			
3-3	Topic management disclosures	<p>At J.Crew we greatly value our dedicated team and do our best to provide a working environment that is safe, caring, and free from adversity. We are an Equal Opportunity, Anti-Discrimination, and harassment-free employer. We host an Open Talk Hotline, have a Corrective Action Process, uphold a no retaliation policy, and many other fair employment measures and initiatives to ensure that our team remains safe and harassment free.</p> <p>To track the effectiveness of our employment practices, regular Diversity Reports, Pay Equity Assessments, and Attrition Reports – to name just a few – are shared with management. We also seek input from our team via an annual survey, stay interviews, and exit interviews.</p>	<p>People – Associates, Customers and Communities – Associates</p> <p>Content Index</p>

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION																								
40I-2	Benefits provided to full-time employees that are not provided to temporary or parttime employees	<p>We offer a comprehensive and competitive set of benefits to our employees including:</p> <ul style="list-style-type: none"> • Medical, prescription, vision and dental insurance • Flexible spending account (FSAs) and health savings account (HSAs) • Life insurance • Short- and long-term disability • Pet insurance • Auto and home insurance • Maternity and bonding leave • 401(k) and matching • Legal plans and ID theft support • Tuition reimbursement • A gym membership discount <p>These benefits are available to differing extents based on location. For example, in our Asia offices, life insurance, health care, disability, retirement, parental leave are the primary benefits provided.</p>																									
40I-3	Parental leave	<table border="1"> <thead> <tr> <th></th> <th>FEMALE</th> <th>MALE</th> <th>TOTAL</th> </tr> </thead> <tbody> <tr> <td># of employees entitled to parental leave</td> <td>3,313</td> <td>1,404</td> <td>4,717</td> </tr> <tr> <td># of employees that took parental leave</td> <td>130</td> <td>24</td> <td>154</td> </tr> <tr> <td># of employees that returned to work within reporting period</td> <td>128</td> <td>24</td> <td>152</td> </tr> <tr> <td># of employees still employed 12 months after their return to work</td> <td>128</td> <td>24</td> <td>152</td> </tr> <tr> <td>Return to work and retention rates of employees that took parental leave</td> <td>98.4%</td> <td>100%</td> <td>99.2% average</td> </tr> </tbody> </table>		FEMALE	MALE	TOTAL	# of employees entitled to parental leave	3,313	1,404	4,717	# of employees that took parental leave	130	24	154	# of employees that returned to work within reporting period	128	24	152	# of employees still employed 12 months after their return to work	128	24	152	Return to work and retention rates of employees that took parental leave	98.4%	100%	99.2% average	<p>People - Associates, Customers and Communities - Associates - Employee Benefits</p> <p>Content Index</p>
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GRI 402: Labor Management Relations 2016																											
3-3	Topic management disclosures	<p>J.Crew collaborates across the fashion industry with organizations actively improving global labor standards and workplace conditions. We are members of Fair Factories Clearinghouse and Business for Social Responsibility, and we partner with Better Work to improve social dialogue and worker engagement in supplier factories. Better Work engages directly with our factories in Vietnam, Bangladesh, Cambodia, Indonesia, and Haiti.</p> <p>Internally, we track the effectiveness of our labor management relations efforts using various feedback mechanisms including Open Talk Cases, annual engagement surveys and seeking business partner feedback.</p>	<p>People - Associates, Customers and Communities - Associates - Non-discrimination</p> <p>Appendix - Approach to Social Compliance - Industry Collaboration and Partnerships</p> <p>Content Index</p>																								

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GRI 404: Training and Education 2016			
3-3	Topic management disclosures	<p>We strongly invest in our associates' personal and professional growth by offering on-site, virtual and digital learning experiences, as well as other development resources and programs. Open jobs are always posted internally and we encourage promotion from within.</p> <p>Our Learning Ethos includes:</p> <ul style="list-style-type: none"> • We believe learning happens all the time. • We take a 360 approach to setting a learning program (bottom up and top down) to ensure we are focused on learning outcomes right across the business. • Helping to define our core leadership and cultural skills that foster an inclusive and high-performing environment, while also empowering associates to harness their strengths and share their knowledge to improve the way we work. <p>Over the last year, we have continued to enhance our formal and informal offerings to support our call to listen and learn from each other and from experts across different communities and experiences. We will build on these practices as we move forward.</p> <p>The curriculum is focused on: LEADERSHIP</p> <p>We're focused on building leaders of the future with a learning program that aligns our leadership principles and sets associates up for success (here and beyond). This involves:</p> <ul style="list-style-type: none"> • Leadership skills (supported by a Korn Ferry Leadership Architect framework) • Ken Blanchard's Situational Leadership (SLII) for all people managers • 360 feedback and coaching • Accelerate Leadership Program to support succession planning • Mindful Leadership Skills for team leaders and personal effectiveness 	<p>People – Associates, Customers and Communities – Associates – Learning and Development</p> <p>Content Index</p>

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION
404-2	Programs for upgrading employee skills and transition assistance programs	We offer several programs for upskilling our team. This includes a DEI Program that is available to all employees, as well as an Asynchronous Learning via LinkedIn Learning (2021 only – discontinued for 2022), Training on Employee Safety – Stores, Distribution Centers, Compliance Training, and more. We also host a New Manager Development training for all new J.Crew and Madewell managers.	People - Associates, Customers and Communities - Associates - Learning and Development Content Index
404-3	Percentage of employees receiving regular performance and career development reviews	100% - All full-time associates receive an annual performance rating, with quarterly conversations scheduled with their managers.	Content Index
GRI 405: Diversity and Equal Opportunity 2016			
3-3	Topic management disclosures	<p>We believe that infusing J.Crew Group with more diversity across ethnicity, culture, gender, sexual orientation, age, and physical and mental abilities makes us more creative and successful. We commit to furthering our talent and business strategy by creating a workplace that integrates and leverages the uniqueness of each associate by investing in culture and community-building activities.</p> <p>We have also set actionable, company-wide business priorities to continue to further equity in our systems. The foundation of our program encompasses the following: developing leaders, infusing talent, fostering inclusion, and building equity. We continue to expand our talent pipeline and ensure our hiring managers are ready to bring in new employees without bias. Our recruiters all hold a DEIB Recruiter Certification, which enables them to improve our diversity, equity, and inclusion talent practices. We have also implemented interview guides to help deter unconscious bias, enhanced training for hiring managers, and more robust tracking of representation in the recruiting pipeline.</p>	People - Associates, Customers and Communities - Diversity, Equity, Inclusion and Belonging - Representation Content Index
405-1	Diversity of governance bodies and employees	—	People - Associates, Customers and Communities - Diversity, Equity, Inclusion and Belonging - Representation

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION
GRI 406: Non-discrimination 2016			
3-3	Topic management disclosures	<p>As outlined in our Code of Ethics, our company is committed to a workplace where everyone is respected and treated professionally. Harassment of any form will not be tolerated, including but not limited to, harassment on the basis of race, color, ancestry, national origin, religion, sex, marital status, age, sexual orientation, gender identity or expression, a legally protected physical or mental disability or any other basis protected under applicable law.</p> <p>To ensure we uphold this, we offer numerous resources to our team including and Open Talk Hotline, coaching and corrective action training, an independent Associate Relations team to investigate any claims of discrimination, mandatory harassment training and an annual Code of Ethics sign-off, as well as diversity training.</p>	<p>People – Associates, Customers and Communities – Associates – Non-discrimination</p> <p>Content Index</p>
406-I	Incidents of discrimination and corrective actions taken	No 2021 enterprise-wide view is available – however if any incidents occurred, they have been fully investigated.	Content Index
GRI 407: Freedom of Association and Collective Bargaining 2016			
3-3	Topic management disclosures	We believe all workers need the freedom to raise grievances and be free from any retaliation. As such, all of our suppliers are required to recognize and respect the rights of workers to take part in freedom of association and collective bargaining. They are also required to maintain a structured grievance procedure for the reporting of complaints or grievances and to adopt a zero-retaliation policy. Workers must be trained on the process and understand the importance of reporting grievances or suspected misconduct.	<p>Appendix – Supplier Code of Conduct</p> <p>Content Index</p>
407-I	Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	Our audit process includes assessment of freedom of association, guided by our strict policies which can be found in the Appendix – Supplier Code of Conduct.	<p>Appendix – Supplier Code of Conduct</p> <p>Content Index</p>

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION
GRI 408: Child Labor 2016			
3-3	Topic management disclosures	<p>It is company policy that J.Crew suppliers must not employ workers younger than 15 years of age.</p> <p>However, if the age for completing compulsory education or the minimum working age in the country of manufacture is greater than 15, suppliers must comply with all other applicable child labor laws and must ensure workers under the age of 18 do not perform work that may jeopardize their health or safety.</p>	<p>Appendix - Supplier Code of Conduct</p> <p>Content Index</p>
408-I	Operations and suppliers at significant risk for incidents of child labor	Regular audits are conducted to ensure that operations and suppliers comply with our labor policies, which can be found in the Appendix of this report.	<p>Appendix - Supplier Code of Conduct</p> <p>Content Index</p>
GRI 409: Forced or Compulsory Labor 2016			
3-3	Topic management disclosures	<p>J.Crew Group is committed to ensuring that modern slavery of any kind is not used in the manufacturing of our products. Based on reports documenting the systemic use of forced labor (including child labor) in the harvesting of cotton in certain parts of the world, our policy prohibits the sourcing of cotton from these regions for the manufacturing of our products. In the meantime, we will continue to collaborate with industry associations, NGOs and other brands to raise awareness of this very serious issue and advocate for its elimination. Upon independent verification that cotton in any of these regions is no longer harvested using forced labor, we will re-evaluate this policy.</p> <p>J.Crew suppliers must not use any type of forced, bonded, compulsory or prison labor. Suppliers shall ensure that all employment is voluntary, free from violence, threats, financial penalties or coercion. We require that there shall be no restrictions on movement or withholding of personal documents or deposits. Suppliers must take adequate steps to ensure that workers are not trafficked or otherwise exploited.</p>	<p>Appendix - Supplier Code of Conduct</p> <p>Appendix - Our Approach to Social Compliance</p> <p>Content Index</p>
409-I	Operations and suppliers at significant risk for incidents of forced or compulsory labor	An assessment of these risks was not conducted during the reporting period.	<p>Appendix - Supplier Code of Conduct</p> <p>Content Index</p>

DISCLOSURE CODE	DESCRIPTION	DISCLOSURE AND/OR ADDITIONAL REMARKS	REPORTING LOCATION
GRI 413: Local Communities 2016			
3-3	Topic management disclosures	—	People – Suppliers – Fair Trade People – Community
413-1	Operations with local community engagement, impact assessments, and development programs	—	People – Associates, Customers and Communities – Community
GRI 414: Supplier Social Assessment 2016			
3-3	Topic management disclosures	<p>We are committed to sourcing our products in an ethical, responsible and legal manner and expect our suppliers to share our core values and to partner with us in our commitment to continuous improvement and in promoting better working conditions.</p> <p>We do this by holding our suppliers and ourselves accountable, by identifying issues and their root causes and by building capacity for positive change. The cornerstones of our program are our J.Crew Supplier Code of Conduct, our monitoring program and capacity building efforts, as well our multi-stakeholder collaborations.</p>	Appendix – Supplier Code of Conduct Appendix – Approach to Social Compliance Content Index
414-1	New suppliers that were screened using social criteria	100% of new suppliers were screened using social criteria during the reporting period.	Content Index
414-2	Negative social impacts in the supply chain and actions taken	<p>126 suppliers were assessed for social impacts in 2021, and among them two factories were not approved for production based on an unacceptable level of compliance, and we ceased production in two existing factories that did not support key elements of our Code.</p> <p>The most common social impacts identified in the supply chain are excessive working hours, building and machinery safety, fire safety, proper handling and storage of chemicals and hazardous materials, and safe evacuation procedures.</p> <p>10% of our suppliers have been identified as having significant actual and potential negative social impacts with which improvements were agreed upon as a result of our assessment. 2% of suppliers were identified as having significant actual and potential negative social impacts with which relationships were terminated as a result of our assessment.</p>	Content Index

THE END

For questions or more information on our Do Well Report, contact us at DoWell@madewell.com or visit our [Do Well hub](#).

